

Aboriginal Legal Rights Movement

ABN: 32 942 723 464

Constitution

A company limited by guarantee

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Constitution

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Constitution

1 Interpretation

1.1 Definitions

In this Constitution unless the contrary intention appears:

Aboriginal means a person who:

- (a) is of Aboriginal or Torres Strait Islander descent;
- (b) identifies as being of Aboriginal or Torres Strait Islander descent; and
- (c) is accepted as being of Aboriginal or Torres Strait Islander descent by the Aboriginal Community in which he or she lives.

ACNC means the Australian Charities and Not-for-profits Commission and any successor body from time to time.

Adviser means a person with appropriate qualifications and experience in areas relevant to the management and activities of the Company.

Alternate Director means a person appointed as an alternate director under article 13.15.

Annual Subscription Fee means any amount determined in accordance with article 4.7.

Approved Institution means a fund, authority or institution which falls within the description of an item in any of the tables in Subdivision 30-B of the Tax Act, which has been established for charitable purposes, and which is endorsed as a deductible gift recipient under or for the purposes of the Tax Act.

Board means the Board of Directors, being the total number of Directors of the Company at any given time.

Charitable Fundraising Legislation means the Collections for Charitable Purposes Act 1939 (SA) and corresponding legislation in other Australian States and Territories.

Chairperson means the Director appointed to that role pursuant to article 11.6 or any other person acting as chairperson in accordance with this Constitution.

Chief Executive Officer means a person appointed as an executive director under Part 15.

Committee means a committee of Directors constituted under article 12.8.

Company means Aboriginal Legal Rights Movement Limited.

Company Secretary means a person appointed under Part 16 as a secretary of the Company, and where appropriate, includes an acting secretary and a person appointed by the Directors to perform all or any of the duties of a secretary of the Company.

Constitution means this constitution and a reference to an article is a reference to an article of this constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a person holding office as a director, and where appropriate includes an Alternate Director.

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

Executive means the body established under Part 14.

Extended Period has the meaning given to that term in article 10.3.

Financial Year means a financial year of the Company being 1 July to 30 June each year.

Member means a person entered in the Register of Members as a member of the Company and who has not ceased to be a member in accordance with this Constitution.

Objects means the objects specified in articles 2.3 and 2.4.

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

Registered Office means the registered office of the Company.

Remuneration Tribunal means the statutory authority established under the Remuneration Tribunal Act 1973 (Cth).

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

Resident means that the member lives at a particular address and spends more than 75% of any year living there. Enrolment on the Australian electoral roll at any particular address is evidence, but not conclusive evidence, that a member resides at that address.

Secretary-Treasurer means a person appointed pursuant to article 14.1(c) as the Secretary-Treasurer from time to time.

Service Plan means, in respect of each Financial Year, the Service Plan of the Company for carrying on the Company's operations during that Financial Year.

Sitting Fees has the meaning given to that term in article 11.11.

Strategic Plan means a corporate plan covering a period of 3 Financial Years which encompasses the vision, core values, purposes and objectives of the Company and the means which will be adopted to achieve those goals during the 3 years of the Strategic Plan's operation.

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

Vice-Chairperson means the Director appointed to that role under article 14.1.

1.2 Interpretation

In this Constitution unless the contrary intention appears:

- (a) words importing any gender include all other genders;

- (b) the word person includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;
- (c) a reference to a particular person includes the person's executors, administrators, successors, substitutes and permitted assigns;
- (d) the singular includes the plural and vice versa;
- (e) a reference to a document (including this Constitution) includes any variation or replacement of it;
- (f) the meaning of general words is not limited by specific examples introduced by "including", "for example" or "such as" or similar expressions;
- (g) a reference to legislation includes regulations and other instruments under it and any variation or replacement of any of them;
- (h) a power, an authority or a discretion given to a Director, the Directors, the Company in general meeting or a Member may be exercised at any time and from time to time;
- (i) "writing" and "written" includes printing, typing and other modes of reproducing words in a visible form including any representation of words in a physical document or in an electronic communication or form or otherwise;
- (j) the word "present" in the context of a person being present at a meeting includes participating using technology approved by the Directors in accordance with this Constitution;
- (k) a reference to dollars or \$ is a reference to Australian dollars;
- (l) the word "law" includes common law, principles of equity and legislation, and a reference to legislation includes regulations and other instruments under it and any variation or replacement of any of them;
- (m) the meaning of general words is not limited by specific examples introduced by "including", "for example" or "such as" or similar expressions;
- (n) a Chairperson appointed under this Constitution may be referred to as a chairperson, chairwoman or chairman, as appropriate.

1.3 Corporations Act

In this Constitution unless the contrary intention appears:

- (a) a word or expression defined or used in the Corporations Act has the same meaning when used in this Constitution in a similar context; and
- (b) "section" means a section of the Corporations Act.

1.4 Replaceable rules not to apply

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

2 Purpose and objects of the Company

2.1 Preamble

The Aboriginal people of South Australia have been dispossessed of their lands, their livelihood and their culture. Their families, their social and cultural identity have been disrupted. As a consequence the Aboriginal people of South Australia are the poorest, least healthy, most chronically unemployed, most arrested and most imprisoned people living in this state.

The Company is a community controlled Aboriginal legal service for South Australia that is intended to be:

- (a) respectful of the culture of the Aboriginal people of South Australia;
- (b) a legal advocacy body for the protection and maintenance of the traditional law and culture of the Aboriginal people of South Australia; and
- (c) culturally responsive to the legal needs of the Aboriginal people of South Australia.

2.2 Charitable purpose

The Company may only pursue charitable purposes associated with its Objects, and must do so predominantly in Australia.

2.3 Principal Objects

The Company is established to assist Aboriginal persons (especially those Aboriginal persons who are detained in custody or imprisoned) to relieve their poverty, the consequences of their dispossession and social misfortune and to assist further in removing destitution and helplessness amongst Aboriginal people through the use of the legal systems of South Australia and the Commonwealth of Australia.

2.4 Other Objects

In furtherance of article 2.3, the Objects of the Company include to:

- (a) achieve social justice and human rights and redress injustice for Aboriginal people;
- (b) assist Aboriginal persons in need of legal advice, representation or other legal services;
- (c) cooperate with public and private legal aid services with a view to ensuring that Aboriginal persons derive full benefit from such services;
- (d) provide a legal service for Aboriginal people;
- (e) assist Aboriginal persons to obtain lawful release while awaiting trial;
- (f) cooperate with other organisations and persons with a view to assisting Aboriginal persons to obtain employment or assistance while awaiting trial or on their release and (while they are under detention) assistance for their dependants;
- (g) collect data about and conduct research into the relations of Aboriginal people with the law, the police, the courts and penal institutions, and any

- other matters relating to the impact of law enforcement and the administration of justice on Aboriginal persons;
- (h) bring matters affecting the legal rights of Aboriginal persons before the public and to the attention of the appropriate authorities;
 - (i) promote knowledge and understanding of the special problems of Aboriginal people in police, judicial, corrective and other relevant services and promote measures in such services to improve relations with Aboriginal people;
 - (j) increase knowledge among Aboriginal persons of their own legal rights and obligations, and of the functions, duties and powers of police, judicial and corrective officers and other public authorities;
 - (k) ensure that Aboriginal people in South Australia have access to legal advice and assistance;
 - (l) advance the just claims of Aboriginal people for land rights, including Native Title to land and the protection of the cultural heritage of Aboriginal people in South Australia;
 - (m) foster an understanding (through the development of strategies and other means) among Aboriginal people of their legal rights and entitlements related to their being the Aboriginal people of Australia, as well as issues affecting them and remedies available to them in respect of internationally recognised human rights instruments and in the elimination of racial discrimination;
 - (n) take political action, including participating in programs and to consult with government authorities concerning the implementation of the recommendations of the Royal Commission into Aboriginal Deaths in Custody and other matters deemed by the Board to be appropriate; and
 - (o) to do all other things as may be incidental or ancillary to the attainment of these objects.

3 Income and property of the Company

3.1 Application of income and property

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

3.2 No dividend, bonus or profit paid to Members

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

3.3 Permitted payments by the Company

Subject to article 11.11, article 3.2 does not prevent payment in good faith to an officer of the Company or a Member, or to a firm of which an officer of the Company or a Member is a partner:

- (a) of remuneration for services provided by, or reimbursement of expenses incurred by, that person (other than as a Director) or firm, including in accordance with articles 11.11 and 15;

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

3.4 Provision of Services

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

4 Membership

4.1 Eligibility of Members

To be eligible to become a Member of the Company, a person must:

- (a) in the case of a natural person, be an Aboriginal person Resident in South Australia over the age of 16 years; and
- (b) in the case of an entity, be approved by, and nominate a representative that is approved by, a majority of the Directors.

4.2 Becoming a Member

Except for a person who agreed in writing to the terms of this Constitution before the application for the Company's registration was lodged, a person may only become a Member under articles 4.3 to 4.18 below (as applicable).

4.3 Application for Membership

A person may apply to become a Member by submitting to the Company Secretary a properly completed application in the form prescribed by the Directors.

By completing an application form, if accepted, the applicant agrees to be bound by this Constitution and any other rules, by-laws, policies or other standards prescribed by the Directors from time to time.

4.4 Admission as a Member

The Directors must resolve whether to accept or reject each application for membership and, within a reasonable time, notify the applicant of their decision. The Directors are not required to give reasons for rejection of an application for membership of the Company.

4.5 Application fee

The Directors may resolve from time to time that any person applying to become a Member must pay an application fee and, if so, how much and when and how it is to be paid.

4.6 Register of Members

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

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

4.7 Annual Subscription Fee

The Company in general meeting may determine whether there will be an Annual Subscription Fee and, if so, the annual amount for each Member or class of Members.

The Directors or Company Secretary may notify Members of the date and manner for payment. Otherwise, each Member must pay any applicable Annual Subscription Fee in advance by 30 June each year.

The Directors may waive the payment of all or any part of an Annual Subscription Fee for a Member or any class of Members.

4.8 Directors may create and vary classes and class rights

The Directors 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:
 - (i) at least 75% of the Members of that class give their written consent; or
 - (ii) a special resolution to that effect is passed at a separate meeting of those Members.

The articles on general meetings 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.

4.9 No transfer of Membership

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

4.10 Ceasing to be a Member

A person ceases to be a Member on:

- (a) resignation;
- (b) the termination of the person's membership by the Directors or by the Company in general meeting in accordance with this Constitution;
- (c) in the case of a natural person:

- (i) death;
 - (ii) becoming bankrupt or insolvent or making an arrangement or composition with creditors of the person's joint or separate estate generally; or
 - (iii) becoming of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health; or
- (d) in the case of a body corporate:
- (i) being dissolved or otherwise ceasing to exist;
 - (ii) having a liquidator or provisional liquidator appointed to it; or
 - (iii) being insolvent.

4.11 Resignation

A Member may by written notice to the Company resign from membership with immediate effect or with effect from a specified date occurring not more than six months after the service of the notice. A Member remains liable after resignation for all money due by the Member to the Company at the date of resignation, in addition to any sum for which the Member is liable as a Member under article 23.1.

4.12 Non-payment of Annual Subscription Fee

If an Annual Subscription Fee for a Member remains unpaid for *12 months* after it becomes due, the Member's membership automatically terminates and the Member ceases to be a Member. The Directors may, but need not, reinstate a Member whose membership is terminated if the Member pays all overdue Annual Subscription Fee amounts.

4.13 Censuring, suspension or expulsion of a Member

If a Member wilfully refuses or neglects to comply with the provisions of this Constitution, by-laws, policies or other standards prescribed by the Directors, or acts in a manner which in the opinion of the Directors is prejudicial to the interests of the Company, the Directors may by resolution censure, suspend or expel the Member from the Company, provided that the following procedure is observed:

- (a) the Directors or Company Secretary must give written notice to the Member setting out what is alleged against the Member and the Member must be given the opportunity to rectify the matter;
- (b) at least one week before the Directors' meeting at which the resolution is to be considered, the Member must be given notice of the meeting setting out:
 - (i) what is alleged against the Member; and
 - (ii) the intended resolution;
- (c) at the Directors' meeting, and before voting on the resolution, the Member must be given an opportunity to give a written or verbal explanation as the Member thinks fit;

- (d) the Member may elect to have the question dealt with by the Company in general meeting. If so, the Member must give written notice to the Company Secretary at least 24 hours before the proposed time for the Directors' meeting to consider the resolution;
- (e) if the Member gives this notice, then:
 - (i) no resolution of the Directors on the matter is effective;
 - (ii) a general meeting of the Company must be called to consider the resolution set out in the notice originally given to the Member under this article; and
 - (iii) if a resolution is passed on a poll at the general meeting by a simple majority of those entitled to vote, the Member must be dealt with in accordance with the resolution; and
- (f) if a resolution for the Member's expulsion is passed in accordance with this article, the Member's membership automatically terminates and the Member ceases to be a Member.

4.14 Representative Members

If a person is admitted as a Member as a representative of an unincorporated association or body, the name of the Member, the name of the unincorporated association or body and the fact that the Member is its representative must be entered in the Register.

Subject to the Directors' right to decline to accept any person as a Member, the unincorporated association or body may replace the Member who is its representative with another person. It must give written notice to the Company setting out the details of the new representative and be signed by an officer of the association or body. It is not necessary for the outgoing Member to resign or the incoming Member to apply to become a Member.

4.15 Associate members

The Directors may admit any persons to, and remove any persons from, associate membership of the Company. The Directors may not give an associate member:

- (a) the right to vote on a matter concerning the Company;
- (b) the right to be appointed as Director; or
- (c) the right to requisition a meeting pursuant to article 5.4;

but may otherwise determine the rights and obligations of an associate member. An associate member is not a Member for the purposes of this Constitution or the Corporations Act.

4.16 Patrons

The Directors may appoint and remove any persons as a patron or any other honorary title-holder of the Company on any terms the Directors think fit. A patron (or other honorary title-holder) may, in the discretion of the Directors, be given the right to:

- (a) attend and speak (but not vote) at any general meeting of the Company and be given notice of the meeting as if a Member; and

- (b) receive accounts of the Company when available to Members.

4.17 Life members

The Company may at any annual general meeting confer life membership upon a person. Life members are entitled to attend and vote at all general meetings and annual general meetings of the Company.

4.18 Limited liability

A Member has no liability as a Member except as set out in this Part 4 and article 23.1.

5 General meetings

5.1 Annual general meeting

Annual general meetings of the Company are to be held in accordance with the Corporations Act.

5.2 Ordinary business of the annual general meeting

The ordinary business of the annual general meeting includes:

- (a) to confirm the minutes of the last annual general meeting;
- (b) receive from the Directors, auditor and senior staff of the Company reports upon the transactions of the Company during the preceding Financial Year including the audited income and expenditure statement, balance sheet and the state of affairs at the end of the Financial Year;
- (c) to declare as appointed as Director those Members who previously have been appointed to serve as Director (at every annual general meeting at which Director appointments are required to be announced);
- (d) to review the performance of Directors;
- (e) to appoint auditors; and
- (f) any other business duly specified by the Directors or requisition of Members.

At the annual general meeting, general business relating to the affairs of the Company may be discussed from the floor of the meeting subject to the Chairperson of the meeting having the right to bring general business to an end so as to enable the meeting to conclude at a reasonable time.

5.3 Convening a general meeting

The Directors may convene and arrange to hold a general meeting of the Company when they think fit and must do so if required to do so under the Corporations Act.

5.4 Members have power to convene general meeting

- (a) The Board must, on a requisition of not less than half of the Members of the Company (plus one Member), convene a general meeting of the Company.

- (b) The Board must call the meeting of the Company within 21 days of receiving a written notice of the request given in accordance with paragraph (c). The meeting must be held within 6 weeks of receiving the written request.
- (c) A request for a general meeting under this article 5.4 must state the objects of, and the business to be considered at, the meeting and must be signed by at least half of the Members of the Company (plus one Member) making the request and deposited at the registered office of the Company and may consist of several documents in like form each signed by 1 or more of the people making the request.
- (d) If the Board does not proceed to call a general meeting of Members of the Company within the timeframe set out in paragraph (b) above, the persons making the request or any of them, can convene the meeting, but any meeting so convened must be held within 6 weeks from the date of the deposit of the request.
- (e) Any general meeting convened according to this article 5.4 must, to the extent reasonably practicable, be convened in the same manner as that in which such meetings are convened by the Board and, subject to approval by Members at the meeting, all reasonable expenses incurred in so convening the meeting must be refunded by the Company to the persons incurring those expenses.

5.5 Use of technology at general meetings

A meeting of the Members may be held by means of such telephone, electronic or other communications facilities as permit all persons in the meeting to communicate with each other simultaneously and instantaneously and participation in such a meeting shall constitute presence in person at such meeting.

5.6 Notice of general meeting

Notice of a general meeting must be given in accordance with Part 21.

5.7 Calculation of period of notice

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

5.8 Cancellation or postponement of general meeting

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

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

5.9 Notice of cancellation, postponement or change of place of general meeting

Written notice of cancellation or postponement or change of place of a general meeting must be given to all persons entitled to receive notices of general

meetings from the Company. A notice of a change of place of a general meeting must specify the different place for the holding of the meeting.

5.10 Contents of notice postponing general meeting

A notice postponing the holding of a general meeting must specify:

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

5.11 Number of clear days for postponement of general meeting

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

5.12 Business at postponed general meeting

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

5.13 Non-receipt of notice

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

5.14 Director entitled to notice of meeting

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

5.15 Circulating resolutions

The Company may pass a resolution without a general meeting being held if all the Members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.

Separate copies of the document may be used for signing by Members if the wording of the resolution and statement is identical in each copy.

The resolution is passed when the last Member signs.

6 Proceedings at general meetings

6.1 Number for a quorum

Subject to article 6.3, 15 Members present in person are a quorum at a general meeting of the Company.

6.2 Requirement for a quorum

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

6.3 If quorum not present

If within 30 minutes after the time appointed for a general meeting a quorum is not present, the meeting:

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

6.4 Adjourned meeting

At a meeting adjourned under article 6.3(b), 10 persons each being a Member present at the meeting are a quorum. If a quorum is not present within 30 minutes after the time appointed for the adjourned meeting, the meeting is dissolved.

6.5 Appointment of Chairperson of general meeting

If the Board has elected one of the Directors as Chairperson of Directors' meetings, that person is entitled to preside as chairperson at a general meeting of the Company.

6.6 Absence of Chairperson at general meeting

If a general meeting is held and:

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

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

- (c) the Vice-Chairperson (if any);
- (d) the Secretary-Treasurer; or
- (e) a Member chosen by a majority of the Members present in person.

6.7 Conduct of general meetings

The Chairperson of a general meeting:

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

and a decision by the Chairperson under this article is final.

6.8 Adjournment of general meeting

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

- (a) in exercising this discretion, the Chairperson must, if requested by the meeting, seek the approval of the Members present in person; and
- (b) only unfinished business is to be transacted at a meeting resumed after an adjournment.

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

6.9 Notice of adjourned meeting

It is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting unless a meeting is adjourned for 10 days or more. In that case, notice of the adjourned meeting must be given as in the case of an original meeting.

6.10 Questions decided by majority

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

6.11 Casting vote for the Chairperson

If there is an equality of votes, whether on a show of hands or on a poll, the Chairperson of the general meeting is entitled to a casting vote but not a personal deliberative vote.

6.12 Voting on show of hands

At any general meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is effectively demanded and the demand is not withdrawn. A declaration by the Chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of

the proceedings of the Company, is conclusive evidence of the fact. Neither the Chairperson nor the minutes need state, and it is not necessary to prove, the number or proportion of the votes recorded in favour of or against the resolution.

6.13 Demanding a poll

At a general meeting of the Company, a poll may be demanded by:

- (a) at least five Members entitled to vote on the resolution;
- (b) Members with at least 5% of the votes that may be cast on the resolution on a poll; or
- (c) the Chairperson of the meeting.

6.14 Poll

If a poll is effectively demanded in accordance with article 6.13:

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

6.15 Entitlement to vote

Subject to this Constitution and to any rights and any restrictions attached to any class of Members:

- (a) on a show of hands, each Member present in person has one vote; and
- (b) on a poll, each Member present in person has one vote.

6.16 Objection to voting qualification

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

- (a) may not be raised except at that meeting or adjourned meeting; and
- (b) must be referred to the Chairperson of the meeting, whose decision is final.

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

6.17 Suspension or if any Annual Subscription Fee not paid

In addition to any other rights of the Company, if:

- (a) any Annual Subscription Fee is due and payable by a Member and is not paid; or

- (b) a Member is suspended,

the Member has no right to be present at, be counted among the quorum for, or vote at a general meeting of the Company.

7 Appointment Committee

7.1 Appointment Committee

There shall be established an Appointment Committee. The Appointment Committee is to create a transparent and fair process for applicants and incumbent Directors to apply for and be reappointed as a Director.

7.2 Composition of the Appointment Committee

The Appointment Committee consists of five committee members appointed as follows:

- (a) an Aboriginal South Australian legal practitioner to be chosen by the president of the Law Society of South Australia;
- (b) an Aboriginal Resident of South Australia to be chosen by the director of the Legal Services Commission of South Australia;
- (c) two Aboriginal Residents of South Australia to be chosen by the Board as representatives of the Aboriginal community; and
- (d) an Aboriginal Resident of South Australia, to be chosen by a prominent Aboriginal community organisation or community legal centre, which organisation or centre is to be nominated by the chair of the Appointment Committee.

The committee members of the Appointment Committee must, by simple majority, elect one committee member to be chair of the Appointment Committee.

7.3 Eligibility to be a committee member

No person who is a current Director or an employee of the Company or who receives a benefit from, or provides a service to, the Company under a contract is eligible to be a committee member of the Appointment Committee.

For the avoidance of doubt, a person is not taken to receive a benefit from the Company under a contract merely because that person is a client of the Company.

7.4 Vacancies on the Appointment Committee

Vacancies on the Appointment Committee must be filled by the body which chose the departing committee member and the replacement will hold office in place of the previous occupant.

7.5 Administration of the Appointment Committee

The Appointment Committee must have a secretariat and a budget to cover the administrative expenses associated with its meetings, correspondence and administration, including reimbursement of committee members' expenses in accordance with article 9.6.

The annual budget for the Appointment Committee must be determined by the Chief Executive Officer in consultation with the chair of the Appointment Committee.

8 Powers and functions of the Appointment Committee

8.1 General functions of the Appointment Committee

The general functions of the Appointment Committee are to:

- (a) be a point of reference and advice for the Directors in relation to contentious issues of procedure and internal regulation of Directors' conduct;
- (b) carry out such other functions as may be delegated to the Appointment Committee from time to time by the Directors or as approved by Members at a general meeting or annual general meeting of the Company; and
- (c) determine in respect of each Financial Year, the amount of Sitting Fees to be paid to each individual Director, for attendance at and participation in, Directors' meetings, in consultation with the Chief Executive Officer. In setting the Sitting Fees, the Appointment Committee may have regard to appropriate Remuneration Tribunal determinations.

8.2 Power to appoint Directors

The Appointment Committee has the power to appoint the Directors.

In discharging its power to appoint Directors, the Appointment Committee shall:

- (a) call for registrations of interest from members of the Company for appointment to positions as Directors and for the position of Chairperson every 18 months, prior to the expiration of the term of office of half of the Directors and at such other time as a vacancy for a Director arises. Any such call for registrations must be advertised widely throughout South Australia, including, as far as reasonably practicable, by newspaper advertisement, email, other electronic communication or facsimile dispatched to all rural and remote Aboriginal communities within South Australia;
- (b) set the criteria for appointment as Director and specify the form in which applications must be made pursuant to article 10.1;
- (c) consider applications for appointment as a Director, interview applicants and referees, and make appointments as Directors, including filling positions caused by casual vacancies from time to time in accordance with article 11.9;
- (d) notify by letter the successful and unsuccessful applicants, the Chairperson and the Chief Executive Officer as to decisions on appointments;
- (e) notify by letter the dates of appointment, terms of appointment and names of persons appointed or reappointed as a Director to the Chairperson of the annual general meeting, including appointments made to fill casual vacancies since the last annual general meeting, and the Chairperson shall declare such information at each annual general meeting;

- (f) maintain a register of Directors and their periods of appointment and notify outgoing members of the expiry of their terms and advise them of their eligibility to reapply for membership; and
- (g) make inquiries as to whether disqualification criteria under the Corporations Act and the ACNC Governance Standards (as applicable) apply to existing Board members, and in the event that they do so apply, to advise that member and the Chairperson accordingly.

8.3 Obligations in appointing Directors

In making Director appointments, the Appointment Committee:

- (a) must consider the following essential criteria for the overall composition of the Board:
 - (i) maintaining gender balance among Directors;
 - (ii) maintaining a mixture of youth and age among Directors; and
 - (iii) maintaining a Board which is, as much as possible, comprised of the Aboriginal people who reside in different areas of South Australia. This includes metropolitan Adelaide, rural and remote regions of South Australia including remote Aboriginal communities, and regional towns and cities which are centres of Aboriginal population;
- (b) act in the best interests of the Company and make appointments on the basis of merit; and
- (c) give procedural fairness to applicants, but is not obliged to give reasons for its decisions as to the appointment of any person.

8.4 Delegation

The Appointment Committee may delegate the functions in articles 8.2(a), 8.2(f), 8.2(g), and/or 9.4 to the Chief Executive Officer, who may arrange for the carrying out of those functions.

9 Meetings of the Appointment Committee

9.1 Frequency of meetings of the Appointment Committee

The Appointment Committee must meet:

- (a) at least 2 months before each annual general meeting in order to ensure that all necessary functions will have been carried out before each annual general meeting; and
- (b) at such other times as necessary in order that its functions may be carried out expeditiously.

9.2 Calling a meeting of the Appointment Committee

A majority of committee members of the Appointment Committee may convene a meeting, but all committee members must be requested to attend.

The Appointment Committee is responsible for regulating its own business. It may postpone and adjourn meetings as it sees fit and may adopt standard procedures and elect office bearers.

9.3 Use of technology for meetings

- (a) The Appointment Committee may hold a meeting of committee members using any technology that gives the committee members as a whole a reasonable opportunity to participate and participation in such a meeting shall constitute presence in person at such meeting.
- (b) For the purposes of article 9.3(a) reasonable opportunity to participate requires, amongst other matters, that each of the committee members has access to the documentation which would be available to them if they were present at a physical committee members meeting.

9.4 Records of meetings

The Appointment Committee must keep records of all proceedings, resolutions, appointments, notes of meeting attendance and apologies for non-attendance for all meetings of the Appointment Committee. The records of the proceedings must be recorded as a brief summary. These will be called the Appointment Committee minutes.

The Appointment Committee minutes must be kept and, subject to confidentiality, may be made available to Members on request at the annual general meeting of the Company.

9.5 Number for a quorum

A quorum for a meeting of the Appointment Committee is three committee members.

9.6 Reimbursements

Committee members have honorary positions and will only be reimbursed for actual out-of-pocket expenses incurred for attending meetings.

10 Appointment Committee's process for appointing Directors

10.1 Setting criteria

In setting criteria for appointments as a Director, the Appointment Committee must require that applicants provide the following:

- (a) a statement by the applicant that he or she is a Resident in South Australia and will undertake to remain so during his or her term as Director, if appointed, and undertakes to resign his or her position if no longer Resident in South Australia during his or her term of office;
- (b) a statement by the applicant as to his or her knowledge and understanding of the powers and duties of a Director of a company limited by guarantee that is registered as a charity with the ACNC;
- (c) opinion statements of at least 2 referees as to the applicant's suitability for the position, having regard to these criteria for appointment as Director;
- (d) a statement by the applicant as to his or her formal qualifications, if applicable, and experience relevant to the application;

- (e) a statement by the applicant that he or she is not an employee of the Company and has not been subject to a contract of employment or contract for services with the Company for a period of 3 years prior to their application for Directorship;
- (f) a statement by the applicant as to his or her existing Board appointments and responsibilities, employment responsibilities and a statement making full disclosure of any actual or potential conflicts of interest in connection with the operations or activities of the Company, which might arise were he or she to be appointed a member of the Board;
- (g) a statement by the applicant that he or she has not been disqualified from (i) managing a corporation under the Corporations Act, or (ii) being a responsible person by the ACNC Commissioner, within the previous 12 months;
- (h) a statement by the applicant, whether they have, as a former employee or contractor of the Company, been dismissed from their employment or contract for services or taken legal proceedings against the Company in respect of their employment or contract for services; and
- (i) such other matters as the Appointment Committee may specify.

10.2 Director appointments

The Appointment Committee must make all Director appointments in accordance with its functions and the requirements of this Constitution.

Subject to article 11.9, a Director appointed by the Appointment Committee is appointed for a term of 3 years from the date specified in the appointment letter.

10.3 Failure to appoint a new Director

In the event that the Appointment Committee has not appointed a new Director prior to the expiration of the term of an outgoing Director:

- (a) the term of the outgoing Director is extended by up to 6 months, or such shorter term as may be required for the Appointment Committee to appoint a new Director (“**Extended Period**”); and
- (b) the term of the appointment of the new Director replacing a Director referred to in paragraph (a) will be 3 years less the Extended Period.

11 Directors

11.1 Inaugural Directors

Upon adopting this Constitution, the Directors of the Company shall be those persons named in Schedule 2. Thereafter, appointment of the Directors will be in accordance with article 11.5.

For the avoidance of doubt, nothing in this article 11.1 prevents a Director from being re-appointed in accordance with the process set out in article 11.5.

11.2 Number of Directors

The number of Directors must be not less than six but not more than ten.

11.3 Change of number of Directors

Subject to article 11.2, the Company in general meeting may by resolution increase or reduce the number of Directors and may also determine any provisions for the rotation or retirement of Directors.

11.4 Office held until conclusion of meeting

A retiring Director holds office until the conclusion of the meeting.

11.5 Appointment of Directors

Subject to article 11.1 and article 13.24, the Directors will be appointed by the Appointment Committee in accordance with Part 10.

11.6 Appointment of Chairperson

The Board must appoint one of the Directors to hold the position of Chairperson.

11.7 Eligibility for appointment as Director

Except for a person who is eligible for appointment under article 11.9, a person is not eligible for appointment as a Director unless that person:

- (a) is also a Member of the Company;
- (b) is not, and has not been at any time in the past three years, a party to a contract of employment or provision of services with the Company; and
- (c) has signed a consent to nomination, which has been lodged at the Registered Office at least 30 business days before the relevant meeting of the Appointment Committee or any other period permitted under the Corporations Act but no more than 90 business days before the meeting.

For the avoidance of doubt, no employee of the Company is eligible to be a Director, nor is a Director eligible to be an employee of the Company.

11.8 Induction of new Directors

The induction procedure for new Directors must include:

- (a) training in corporate governance;
- (b) training in the legal requirements for Directors under the Corporations Act and the ACNC Governance Standards (as applicable);
- (c) training in government requirements for the acquittal of funds; and
- (d) familiarisation in the Company's policies and procedures and Directors procedures.

11.9 Casual vacancy

The Directors may act notwithstanding any vacancies in their number, provided that the number of Directors does not fall below the number required for a quorum.

However, if the number of Directors is reduced below the number fixed by or pursuant to this Constitution for the necessary quorum of members, the Board may only act to notify the Appointment Committee. Upon notification by the Board

pursuant to this article 11.9, the Appointment Committee must act immediately for the purpose of increasing the number of Directors to that number or to a full complement of Directors. If the Appointment Committee cannot act within 5 business days of the notification by the Board, then article 13.24 will apply.

A Director who takes the place of a Director who resigned or is removed or whose position becomes vacant is subject to retirement at the same time as would have applied to the person they are replacing (had that person remained a Director).

11.10 No remuneration for services as a Director

A Director must not be paid any remuneration for services as a Director.

11.11 Reimbursement of expenses

A Director is entitled to be reimbursed out of the funds of the Company for their reasonable travelling, accommodation and other expenses incurred when travelling to or from meetings of the Directors, a Committee or the Company or when otherwise engaged on the business of the Company ("**Sitting Fees**").

11.12 Payments to a Director

Any payment to a Director which is not prohibited under article 11.10 (including a payment permitted under article 11.11) must be approved by the Directors.

11.13 Director's interests

Subject to the provisions of this Constitution and to complying with the Corporations Act regarding disclosure of and voting on matters involving material personal interests, a Director may:

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

- (ii) without affecting the validity of any contract or arrangement.

A reference to the Company in this article is also a reference to any related body corporate of the Company.

11.14 Vacation of office

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

- (a) is no longer Resident in South Australia;
- (b) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;
- (c) becomes bankrupt or insolvent or makes an arrangement or composition with creditors of the person's joint or separate estate generally;
- (d) resigns office by notice in writing to the Company, which is also received and accepted by the Executive; or
- (e) is not present personally or by Alternate Director at meetings of the Directors for more than 2 consecutive Directors' meetings, or more than 2 Directors' meetings in a year without leave of absence from the Directors.

In relation to cases of incapacity, a medical certificate must be provided to the Board by a legally qualified medical practitioner, setting out the medical practitioner's opinion that the Director has become permanently incapacitated and that this incapacity prevents the Director from fulfilling his or her duties.

A Director may be excused from attendance at a Directors' meeting upon their written apology (which must state the reasons for their non-attendance) being tendered to the meeting and accepted by the Directors present.

11.15 Removal of Directors

A Director can be removed from office in accordance with the relevant provisions of the Corporations Act.

12 Powers, duties and role of Directors

12.1 Role of Directors

The role of the Directors includes:

- (a) considering and adopting a Strategic Plan for the Company every 3 years;
- (a) overseeing the development and implementation of a Service Plan and approve a Service Plan every Financial Year;
- (b) overseeing the development and implementation of the Company's policies and procedures and approving the Company's policies and procedures;

- (c) overseeing the performance of the Chief Executive Officer; and
- (d) reporting to Members through general meetings and through the process of consultation set out in article 19.1.

12.2 Duties of Directors

In addition to applicable obligations under the ACNC Governance Standards and at common law as a Director of a public company that is registered as a charity with the ACNC, each Director is also bound by the Code of Conduct set out in Schedule 1.

No Director may interfere with the day-to-day running of the affairs or administration of the Company by the Chief Executive Officer, as exercised by the Chief Executive Officer pursuant to Part 15.

12.3 Directors to manage the Company

The Directors are to manage the business of the Company and may exercise all the powers of the Company that are not, by the Corporations Act or by this Constitution, required to be exercised by the Company in general meeting.

12.4 Specific powers of Directors

Without limiting the generality of article 12.3, the Directors may exercise all the powers of the Company to create by-laws, to borrow or raise money, to charge any property or business of the Company or all or any of its uncalled capital and to issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person.

12.5 Appointment of attorney

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

12.6 Provisions in power of attorney

A power of attorney granted under article 12.5 may contain any provisions for the protection and convenience of persons dealing with the attorney that the Directors think fit and may also authorise the attorney to delegate (including by way of appointment of a substitute attorney) all or any of the powers, authorities and discretions vested in the attorney.

12.7 Signing of cheques

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

12.8 Committees

- (a) The Directors may delegate, and revoke the delegation of, any of their powers, other than powers required by law to be dealt with by Directors as a board, to a Committee or Committees consisting of one or more of their number as they think fit.

- (b) Any such Committee to which the Directors have delegated any of their powers under article 12.8(a) above must:
 - (i) report to the Board; and
 - (ii) disclose the minutes of their meetings to the Board as soon as reasonably practicable after such meetings have taken place.

12.9 Powers delegated to Committees

A Committee to which any powers have been delegated under article 12.8 must exercise those powers in accordance with any directions of the Directors.

12.10 Advisers

The Directors may from time to time appoint Advisers to advise the Directors and perform services for the Company on such terms as the Directors determine. Advisers may be present during and contribute to Directors' meetings but do not have the right to vote during Directors' meetings.

The Board may revoke the appointment of an Adviser notwithstanding that the Adviser is appointed for a specified term.

12.11 Powers of delegation

The Directors may delegate any of their powers to any persons they select for any period, to be exercised for any objects and purposes on any terms and subject to any conditions and restrictions as they think fit, and may revoke, withdraw, alter or vary the delegation of any of those powers.

The powers of delegation expressly or impliedly conferred by this Constitution on the Directors are conferred in substitution for, and to the exclusion of, the power conferred by section 198D of the Corporations Act.

13 Proceedings of Directors

13.1 Directors' meetings

The Directors may meet together for the dispatch of business and adjourn and otherwise regulate their meetings as they think fit, provided that a meeting of the Directors is held not less than 4 times per year and at regular 3 monthly intervals, subject to the availability of funds.

13.2 Ordinary business of Directors' meeting

It must be the business of the first Directors' meeting after each annual general meeting to fix the date and place of the Directors' meetings for the remainder of that Financial Year. The Directors must ordinarily meet for 1 day but may resolve to extend its sitting if its business is not completed.

13.3 Director may convene a meeting

- (a) The Chairperson may, and the Secretary-Treasurer must on the written request of the Chairperson, convene Directors' meetings in accordance with article 13.1 above.
- (b) Any two or more Directors acting together may, at any time, by issuing a notice in the manner described in article 13.4, convene a meeting of the Directors in respect of a matter that the relevant Directors, acting

reasonably, deem to be a serious or pressing matter affecting the Company.

13.4 Notice of Directors' meetings

Notice of a Directors' meeting must be given either by notice in writing to or by telephone conversation with Directors. At least 14 days' notice must be given unless the Chairperson otherwise directs.

13.5 Members may attend Directors' meetings

Subject to private meetings of the Directors under article 13.6, the Members may attend and observe Directors' meetings provided that they do not disrupt proceedings.

13.6 Private meetings of Directors

The Directors may resolve to meet in private but if they decide to do so, they must give reasons to those Members who are in attendance before requiring them to absent themselves.

13.7 Use of technology for Directors' meetings

- (a) A Directors' meeting may be called or held using any technology consented to by all the Directors provided the technology gives the Directors' as a whole a reasonable opportunity to participate and participation in such a meeting shall constitute presence in person at such a meeting. The consent may be a standing one. A Director may only withdraw their consent within a reasonable period before the meeting.
- (b) Where the Directors' meeting is held using technology, Directors are not entitled to be remunerated for traveling, accommodation and other expenses in relation to that meeting.
- (c) For the purposes of article 13.7(a) reasonable opportunity to participate requires, amongst other matters, that each of the Directors' has access to the documentation which would be available to them if they were present at a physical Directors' meeting.

13.8 Questions decided by majority

A question arising at a meeting of Directors is to be decided by a simple majority of votes of Directors present, whether in person or via technology, and entitled to vote and that decision is for all purposes a decision of the Directors.

13.9 Directors responsible for record of meetings

The Directors must, through the Secretary-Treasurer, cause records of all meetings including general meetings, annual general meetings, Directors' meetings, Executive meetings and Committee meetings to be made in books provided for the purpose, and in particular, details of:

- (a) appointments of Public Officers made by the Company;
- (b) appointments of a Chief Executive Officer made by the Directors;
- (c) all reports made by the Chief Executive Officer to the Directors and Executive as to administrative decisions made by the Chief Executive Officer;

- (d) the names of the persons present at each meeting of the Board, Executive and of any Committee of the Board; and
- (e) all resolutions and proceedings at all meetings of the Company and of the Directors and of the Executive and any Committee of the Directors.

The records of the proceedings, appointments, meeting attendances, apologies, and resolutions must be recorded as a brief summary. These are called the minutes.

Minutes must be taken at the meeting and recorded in a minute book within 14 days of the date of that meeting. After confirmation of a quorum, and acceptance of apologies, the confirmation of such minutes are taken as the first business of the next meeting of the Company, Board, Executive or Committee of the Board as the case may be, and must be signed by the Chairperson of the meeting at which the proceedings were held, or the Chairperson of the next succeeding meeting, as evidence that the minutes are a true and correct record, following a motion to that effect duly carried by majority vote.

The book containing the minutes of any general meeting or of any Committee, or Executive or Directors' meeting must be held at the registered office of the Company.

The book containing the minutes of proceedings of general meetings must be available for inspection by any Member without charge.

13.10 Confidential meeting minutes

The Directors, the Executive, Appointment Committee and Committees may declare that their minutes (or parts thereof) be confidential and restrict access to such minutes from Members.

In the event of confidentiality declaration being made, the Chairperson (or the chair of a Committee or the Appointment Committee, if applicable) must provide a statement of reasons for the confidentiality declaration to any Member who seeks it.

Confidentiality declarations may be made for reasons including commercial, personal or cultural confidences or confidences relating to the business of Directors, the Company or of the Appointment Committee or legal professional privilege.

In applying this article 13.10, the Directors, the Executive, Appointment Committee and Committees must work on the principle that Members of the Company have a right to know about the business of the Company.

13.11 Alternate Director and voting

A person who is present at a meeting of Directors as an Alternate Director has one vote for each absent Director who would be entitled to vote if present at the meeting and for whom that person is an Alternate Director. If that person is also a Director, they have one vote as a Director in that capacity.

13.12 Chairperson of Directors' meetings

The Board will elect one of the Directors as Chairperson of Directors' meetings and may also determine the period for which the person remains as Chairperson.

13.13 Absence of Chairperson at a Directors' meeting

If a Directors' meeting is held and:

- (a) the Chairperson has not been elected under article 13.12; or
- (b) the Chairperson is not present within 15 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act,

one of the following must preside as Chairperson of the meeting (in order of precedence):

- (i) the Vice-Chairperson;
- (ii) the Secretary-Treasurer;
- (iii) the ordinary Director on the Executive;
- (iv) a Director of the Company, elected by the Directors present at the meeting, for the duration of the meeting or until the return of an Executive member, whichever is sooner.

13.14 Chairperson's casting vote at Directors' meetings

If there is an equality of votes cast for and against a question, the Chairperson of a Directors' meeting has a casting vote, unless only two Directors are present and entitled to vote at the meeting on the question.

13.15 Appointment of Alternate Director

Subject to the Corporations Act, a Director may appoint a person approved by a majority of the other Directors to be an Alternate Director in the Director's place, for such temporary period as is approved by a majority of the Directors, acting reasonably in light of all the relevant circumstances of the appointment.

For the avoidance of doubt, if, during the period that an Alternate Director is appointed to the Board, the relevant appointer becomes incapable of resuming his or her duties as a Director and thereby causes a vacancy to be opened on the Board, then the vacancy can only be filled by following the process in articles 11.5 or 11.9 (as applicable).

13.16 Alternate Director and meetings

An Alternate Director is entitled to notice of all meetings of the Directors and, if the appointor does not participate in a meeting, the Alternate Director is entitled to participate and vote in the appointor's place.

13.17 Alternate Director's powers

- (a) Subject to paragraph (b) below, an Alternate Director may exercise all the powers of the appointor except the power to appoint an Alternate Director and, subject to the Corporations Act, may perform all the duties of the appointor except to the extent that the appointor has exercised or performed them.
- (b) Where an Alternate Director is appointed in the place of a member of the Executive, the Alternate Director may only exercise the powers, and perform the duties of, a non-executive Director, except the power to appoint an Alternate Director. The Directors (excluding the Alternate Directors) will appoint one of their number to act as the relevant Executive Director for the period that the Alternate Director is appointed.

13.18 Alternate Director responsible for own acts and defaults

Whilst acting as a Director, an Alternate Director:

- (a) is an officer of the Company and not the agent of the appointor; and
- (b) is responsible to the exclusion of the appointor for the Alternate Director's own acts and defaults.

13.19 Alternate Director's expenses and remuneration

Articles 3.3 and 11.11 apply to an Alternate Director as if they were a Director.

13.20 Termination of appointment of Alternate Director

The appointment of an Alternate Director may be terminated at any time by the appointor even if the period of the appointment of the Alternate Director has not expired, and terminates in any event if the appointor ceases to be a Director.

13.21 Appointment or termination

An appointment, or the termination of an appointment, of an Alternate Director must be effected by a notice signed by the Director who makes or made the appointment and delivered to the Company.

13.22 Alternate Director and number of Directors

An Alternate Director is not to be taken into account separately from the appointor in determining the number of Directors.

13.23 Quorum for Directors' meeting

At a meeting of Directors, the number of Directors whose presence in person is necessary to constitute a quorum is as determined by the Directors and, unless so determined, is 6.

13.24 Continuing Directors may act

The continuing Directors may act despite a vacancy in their number. Subject to article 11.9, if their number is reduced below the requirements of article 11.2, the continuing Directors may, except in an emergency, act only for the purpose of filling vacancies to the extent necessary to bring their number up to that minimum or to convene a general meeting.

13.25 Chairperson of a Committee

The members of a Committee may elect one of their number as chair of their meetings. If a meeting of a Committee is held and:

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

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

13.26 Meetings of Committee

A Committee may meet and adjourn as it thinks proper.

13.27 Determination of questions

Questions arising at a meeting of a Committee are to be determined by a majority of votes of the members of the Committee entitled to vote.

If there is an equality of votes the chair of the meeting of the Committee has a casting vote, unless only two members of the Committee are present and entitled to vote at the meeting on the question.

13.28 Circulating resolutions

The Directors may pass a resolution without a Directors' meeting being held if all of the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. Separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy. The resolution is passed when the last Director signs.

13.29 Validity of acts of Directors

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

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

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

14 The Executive

14.1 Establishment of the Executive

- (a) The Executive consists of the Chairperson, Vice-Chairperson, Secretary-Treasurer and 1 ordinary Director.
- (b) Upon adopting this Constitution, the Executive shall comprise those persons named in Schedule 3. Thereafter, the Executive shall be appointed in accordance with article 14.1(c) below.
- (c) The Directors must, at their first meeting held after the annual general meeting at which the Chairperson has notified Members of the date of commencement of new Director appointments in accordance with clause 8.2(e);
 - (i) elect 3 of its number to serve as Vice-Chairperson, Secretary-Treasurer and ordinary Executive member of the Executive; and
 - (ii) if at that meeting there is no Chairperson of the Board, elect a Chairperson of the Board.

14.2 Functions of the Executive

- (a) In addition to the specific duties and functions delegated to the Executive in this Constitution, the Executive must meet with the Chief Executive Officer (or his/her delegate) to carry out the business of the Company, as

delegated by the Board, and must report to the Board as to its actions between Board meetings.

- (b) The Executive members of the Board may make public statements on behalf of the Company and may delegate that power to other persons.

14.3 Reimbursement of expenses

Subject to the availability of funds, Executive members are entitled to be compensated for attendance at Executive meetings in the same manner as Directors are entitled to be compensated for attendance at Directors' meetings under article 11.11.

14.4 Vacancies in the Executive

- (a) The position of an Executive member becomes vacant if the Executive member is absent without being excused from more than 2 consecutive Executive meetings, or more than 2 Executive meetings in a year.
- (b) An Executive member may be excused from attendance at an Executive meeting upon their written apology (which must state the reasons for their non-attendance) being tendered to the Executive meeting and accepted by the Executive members present.

14.5 Meetings of the Executive

- (a) The Executive must, whenever it is practical to do so, and in any event at least 4 times per year, meet and make decisions, which may be by technology such as telephone or videoconference.
- (b) Where the Executive meets by telephone or videoconference, the Executive members are not entitled to be compensated other than for travel expenses or accommodation expenses in relation to that meeting.

14.6 Quorum for Executive meetings

The quorum for an Executive meeting is 3 members.

14.7 Role of the Chairperson

- (a) The Chairperson must take the chair and preside at meetings of the Directors and the Executive.
- (b) In meetings of the Directors and the Executive, the Chairperson has a casting vote.
- (c) The Chairperson represents the Directors and, subject to any instructions of the Directors or Executive, may act on behalf of the Directors in the interval between meetings.
- (d) The Chairperson must ensure that Directors' meetings, Executive meetings and general meetings are called in accordance with this Constitution.
- (e) Before each Directors' meeting, Executive meeting, general meeting or annual general meeting, the Chairperson must:
 - (i) consult with the Secretary-Treasurer and the Chief Executive Officer in the preparation of an agenda;

- (ii) ensure that notices of meetings conform with the requirements of this Constitution;
 - (iii) check the accuracy of any minutes of a previous meeting being presented to the meeting for acceptance;
 - (iv) consult with the Secretary-Treasurer and the Chief Executive Officer as to the availability of funds; and
 - (v) determine the form the meeting should take.
- (f) In respect of each Directors' meeting, Executive meeting, general meeting or annual general meeting the Chairperson must:
- (i) open the meeting when a quorum is present and ask for any apologies to be noted;
 - (ii) sign minutes of the previous meeting as correct after these have been read over and accepted at the meeting;
 - (iii) preserve order and warn any Member who is causing a disturbance at a meeting that the Member may be removed;
 - (iv) encourage balanced participation in meetings by all persons entitled to attend and participate in the meeting;
 - (v) ensure that debates are conducted in a correct manner and, in particular, to ensure that there is 1 speaker at a time;
 - (vi) decide any procedural matters; and
 - (vii) close or adjourn the meeting and confirm the date time and place of the continuance or the next meeting.

14.8 Absence of Chairperson at Executive meeting

In the absence of the Chairperson, his or her place at the meeting must be taken by the Vice-Chairperson.

14.9 Role of Vice-Chairperson

- (a) The Vice-Chairperson must act as the deputy to the Chairperson and must take his or her place when the Chairperson is absent or unable to undertake the duties of the Chairperson's position.
- (b) At the request of the Chairperson, the Vice-Chairperson must preside at meetings of the Directors or Executive if the Chairperson withdraws from the meeting or is for some other reason unable to continue in the chair during a meeting.
- (c) The Vice-Chairperson must carry out such other Executive functions as are determined by the Executive from time to time.

14.10 Role of Secretary-Treasurer

- (a) The Secretary-Treasurer must cause records to be kept of all moneys received, and of payments and other financial transactions made, by the Company.

- (b) Upon request, and upon notice which the Secretary-Treasurer considers reasonable, having regard to the opinions of the Chief Executive Officer of the Company, he or she must permit Members to inspect any of the financial records of the Company.
- (c) The Secretary-Treasurer must cause there to be presented to the Directors prior to each Board meeting financial reports and statements so that the Directors are made aware of the financial position of the Company whenever meetings are held.
- (d) The Secretary-Treasurer must cause there to be prepared, and presented to the Directors prior to each annual general meeting, a financial report for the Company for the preceding Financial Year, including audited accounts.
- (e) The Secretary-Treasurer must ensure that the Company keeps and maintains books and records using generally accepted Australian accounting standards and that the Company does so in accordance with applicable law.
- (f) If the Secretary-Treasurer is absent or unable to undertake the duties of that office it is his or her responsibility to hand over all relevant responsibilities to the person nominated by the Executive.
- (g) The Secretary-Treasurer must cause records to be kept of the business of the Company, including minutes of meetings, notices and the provision of reasons for decisions as to the confidentiality of minutes and the holding of meetings in private.

15 Chief Executive Officer

15.1 Appointment and remuneration

- (a) The Directors may:
 - (i) appoint a Chief Executive Officer for any period;
 - (ii) appoint an acting Chief Executive Officer if the position of Chief Executive Officer becomes vacant, the duration of the appointment lasting until such a time as a Chief Executive Officer is duly appointed;
 - (iii) delegate to the Chief Executive Officer any of the powers conferred on the Directors, subject to article 15.4; and
 - (iv) withdraw or vary any of those powers,on any terms and conditions and with any restrictions as they think fit. The Directors may fix the remuneration of the Chief Executive Officer which may be by way of salary drawn from the Company.

15.2 Eligibility

The Chief Executive Officer must be an Aboriginal person and, unless the Board determines otherwise, reside in Adelaide.

15.3 Functions of the Chief Executive Officer

The Company is managed on a day-to-day basis by the Chief Executive Officer who must report to, and is responsible to, the Directors for the Company's activities and operations. The Company's activities must be conducted in all material respects in accordance with the Service Plan applicable at the time and the Directors' directions from time to time.

The Chief Executive Officer is responsible for:

- (a) the management of all activities of the Company in the conduct of the Company's operations in compliance in all material respects with the Service Plan;
- (b) the general administration of the Company including decisions as to the appointment and discipline of staff;
- (c) implementation of, and compliance with, in all material respects, the Service Plan; and
- (d) provision to the Board of full information relating to all major activities of the Company,

subject to lawful directions by, delegations from, and supervision by, the Directors.

15.4 Termination of appointment of Chief Executive Officer

- (a) Subject to this Part 15, and the terms of any employment contract between the Company and the Chief Executive Officer, the Directors may at any time suspend, remove or dismiss the Chief Executive Officer from employment with the Company.
- (b) The Board must not vote on a resolution under article 15.4(a), or on any other resolution which adversely impacts the tenure of the Chief Executive Officer, unless:
 - (i) the Chief Executive Officer has been given at least 21 days prior notice of the Board's intention to consider, and vote on, the resolution, including the reasons for, and the details of, the proposed resolution; and
 - (ii) the Chief Executive Officer has been given the opportunity to address the Board and show causes as to why the resolution should not be approved.
- (c) The Chief Executive Officer must not be present when the Board considers, and votes on, a resolution under this Part 15 or on any other resolution which adversely impacts the tenure of the Chief Executive Officer.
- (d) Notwithstanding any other article in this Constitution, the Board may by ordinary resolution immediately suspend the Chief Executive Officer on full pay if the Board is satisfied that the Chief Executive Officer is guilty of serious misconduct. Serious misconduct includes being charged with the commission of an indictable offence, wilful disobedience of a lawful order or any other action by the Chief Executive Officer that amounts to a repudiation of his or her contract of employment.
- (e) The Board must not delegate its power under this article 15.4.

16 Company Secretary

16.1 Appointment of Company Secretary

The Company must have at least one Company Secretary who shall be the Chief Executive Officer from time to time or any such person as appointed by the Directors.

16.2 Suspension and removal of Company Secretary

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

16.3 Powers, duties and authorities of Company Secretary

A Company Secretary holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, as determined by the Directors.

17 Strategic Plan and Service Plan

17.1 Strategic Plan

- (a) The Chief Executive Officer must prepare a draft Strategic Plan covering 3 Financial Years and submit it to the Directors at least 2 months prior to the expiration of the existing Strategic Plan or, if no Strategic Plan is in place, at least 2 months prior to the end of the next Financial Year.
- (b) The Directors must consider, and may amend, the draft Strategic Plan.
- (c) The Directors must adopt a Strategic Plan (as determined under article 17.1(b)) before the expiry of the existing Strategic Plan or, if no Strategic Plan is in place, by the end of the next Financial Year.
- (d) If the Board fails to adopt a Strategic Plan then the Board members must each use their best endeavours to ensure that the Board adopts a Strategic Plan.
- (e) The Board may at any time amend a Strategic Plan.
- (f) A Strategic Plan must include the Company's vision, core values, purposes and objectives as well as the means that the Company will adopt to achieve the goals of the Strategic Plan.

17.2 Service Plan

- (a) The Chief Executive Officer must submit a draft Service Plan to the Board by 30 April each year for the following Financial Year.
- (b) The Board must consider and may amend the draft Service Plan.
- (c) The Board must, by ordinary resolution, adopt a Service Plan by 30 June each year for the following Financial Year.
- (d) If the Board fails to adopt a Service Plan then the Board members must each use their best endeavours to ensure that the Board adopts a Service Plan for that Financial Year.
- (e) The Board may amend a Service Plan by ordinary resolution during the Financial Year to which it relates.

- (f) A Service Plan must be consistent with the Strategic Plan and include:
 - (i) a description of the Company's existing services;
 - (ii) a description of the services the Company proposes to deliver;
 - (iii) particulars of the locations from which the Company proposes to deliver services and the services to be delivered at each location;
 - (iv) particulars of the personnel to be engaged to deliver the services; and
 - (v) a budget.

18 Seals

18.1 Common seal

The common seal of the Company is in the form of a rubber stamp with the full name of the Company inscribed in legible characters.

18.2 Safe custody of common seals

The Secretary-Treasurer must provide for the safe custody of any seal of the Company.

18.3 Use of common seal

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

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

19 General Matters

19.1 Consultation

- (a) The Directors must, collectively and individually, consult with Members and communities and community controlled organisations in relation to the legal, social and cultural issues that affect them.
- (b) Consultation includes:
 - (i) seeking data, information, reports and opinion from Members and community organisations;
 - (ii) in cooperation with office staff, and the Chief Executive Officer, participating in forums, government consultations and working groups;
 - (iii) providing reports on Directors' meetings to Members;

- (iv) providing written reports on issues to Directors' meetings; and
- (v) holding community meetings in the evening of the first day of each Directors' meeting, so as to discuss matters of interest with the Members.

19.2 Appointment of public officer

- (a) The Chief Executive Officer (or the person acting as the Chief Executive Officer), is the Public Officer of the Company.
- (b) The Public Officer must hold office and take all action required to be taken by the Public Officer.
- (c) The official address of the Public Officer is at the registered office of the Company.

20 Inspection of records

20.1 Inspection by Members

Subject to the Corporations Act and in addition to the processes set out in article 13.9 of this Constitution, the Directors may determine whether and to what extent, and at what times and places and under what conditions, the accounting records and other documents of the Company or any of them will be open to the inspection of Members (other than Directors).

20.2 Right of a Member to inspect

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

21 Service of documents

21.1 Document includes notice

In this Part 21, a reference to a document includes a notice and a notification by electronic means.

21.2 Form of document

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

21.3 Methods of service

The Company may give a document to a Member:

- (a) personally;
- (b) by delivering it or sending it by post to the address for the Member in the Register or an alternative address nominated by the Member;
- (c) by sending it to a fax number or electronic address nominated by the Member;

- (d) in a manner which accords with Aboriginal custom;
- (e) by giving prominent notice in a newspaper having state-wide circulation in South Australia; or
- (f) by notifying the Member by an electronic means nominated by the Member that:
 - (i) the document is available; and
 - (ii) how the Member may use the nominated access means to access the document.

21.4 Post

A document sent by post:

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

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

21.5 Fax or electronic transmission

A document sent or given by fax or to an electronic address:

- (a) is taken to be effected by properly addressing and transmitting the fax or electronic transmission; and
- (b) is taken to have been delivered on the day following its transmission.

21.6 Electronic notification

A document made available by electronic means is taken to have been given and received on the day after the date of transmission of the notification specifying that the document is available and how it can be accessed.

21.7 Evidence of service

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

22 Indemnity and insurance

22.1 Indemnity

To the maximum extent permitted by law, the Company indemnifies any current or former Director or other officer of the Company out of the assets of the Company against:

- (a) any liability incurred by the person in that capacity (except a liability for legal costs);
- (b) reasonable legal costs incurred in defending or resisting or otherwise in connection with proceedings, whether civil or criminal or of an

administrative or investigatory nature against the person or in which the person becomes involved because of that capacity; and

- (c) reasonable legal costs incurred in good faith in obtaining legal advice on issues relevant to the performance of their functions and discharge of their duties as an officer of the Company.

22.2 Insurance

To the maximum extent permitted by law, the Company may pay a premium for a contract insuring a person who is or has been a Director or other officer of the Company against liability incurred by the person in that capacity, including a liability for legal costs.

22.3 Contract

The Company may enter into an agreement with a Director or other officer of the Company with respect to the matters referred to in articles 22.1 and 22.2 and including provisions relating to rights of access to the books of the Company.

23 Winding up and revocation of DGR endorsement

23.1 Contributions on winding up

Each Member undertakes to contribute to the Company's property an amount not exceeding \$1 if the Company is wound up during, or within one year after the cessation of, the Member's membership, on account of:

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

23.2 Application of property on winding up

If any property or funds remain on the winding-up or dissolution of the Company and after satisfaction of all its debts and liabilities, the property or funds may not be paid to or distributed among the Members but must be given or transferred to one or more funds or institutions:

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

The fund or institution is to be determined by the Directors or, if they determine, by the Members in general meeting, at or before the time of dissolution and in default by application to the court.

23.3 Revocation of endorsement as a deductible gift recipient

If the Company is endorsed as a deductible gift recipient under Division 30 of the Tax Act and the endorsement is revoked, despite any other provision in this

Constitution, all remaining gifts, deductible contributions and any money received in respect of such gifts and contributions must be transferred to an Approved Institution.

24 Accounts

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

25 Charitable Fundraising Legislation

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

- (a) establishing and complying with proper and effective controls over fundraising appeals;
- (b) issuing receipts for money received;
- (c) management and administrative requirements; and
- (d) complying with requirements relating to conflicts of interest and dispute and complaint handling mechanisms.

26 Alteration of this Constitution

- (a) The Constitution may be altered, whether by making a new Constitution or rescinding articles of this Constitution in force by a resolution of the Company at general meetings.
- (b) Constitutional amendments may only be proposed at annual general meetings or at general meetings called by the Directors pursuant to article 5.3.
- (c) Amendments to the Constitution may only be passed by an annual general meeting or general meeting where the following provisions apply:
 - (i) at least 21 days' notice of the meeting must be given:
 - (A) to Members in accordance with article 21.3; and
 - (B) by written notice broadly advertised, as far as reasonably practicable, by facsimile, email, posters, advertisements or other means, to Aboriginal communities, organisations and individuals throughout the state of South Australia;
 - (ii) the notice must specify the time, date and place of the meeting and the nature of the amendments to the Constitution proposed;
 - (iii) the notice must specify that precise details of the proposed amendments may be obtained from the registered office of the Company;

- (iv) a special quorum of 25 Members is required; except in the case of a general meeting called for the purpose of a constitutional amendment, which has been adjourned pursuant to article 6.8 due to insufficient Members being personally present to constitute a quorum. In the case of such an adjourned meeting, the required quorum is 15 Members personally present; and
- (v) no resolution to amend the constitution may be passed without approval by 75% majority of such Members.

Constitution

SCHEDULE 1 – CODE OF CONDUCT AND CONFIDENTIALITY

The consistent and impartial application of this Code of Conduct and Confidentiality ensures that all Directors will:

- (a) behave with honesty and with integrity in the course of their activities on behalf of the Company;
- (b) demonstrate high standards of ethical behaviour and responsiveness to the needs and aspirations of the Aboriginal peoples of South Australia, and the Members of the Company;
- (c) provide frank, honest, comprehensive, accurate and timely advice on the priorities, performance and operations of the Company to Members, their communities and funding bodies;
- (d) create policies in order to achieve the delivery of fair, effective, impartial and courteous service to the clients of the Company;
- (e) expect, support and develop high standards of leadership as members of the Board;
- (f) act with due care and diligence in the exercise of his or her powers and the discharge of the duties of his or her office as Director, on behalf of the Company;
- (g) treat other Directors, staff, clients and others, in the course of their activities on behalf of the Company, with respect, courtesy and without any form of harassment, discrimination or intolerance;
- (h) act within the requirements of all applicable Commonwealth, State or common law obligations and responsibilities, in the course of his or her activities as a Director on behalf of the Company;
- (i) comply with any lawful and reasonable direction or request made by someone with the authority to give that direction, including the Chairperson, when acting on the authority of the Executive or of the Board as a whole;
- (j) maintain appropriate confidentiality and accountability obligations in all dealings on behalf of the Company, as a member of the Board;
- (k) disclose and take all reasonable steps to avoid any conflict of interest (whether real or apparent) in connection with the operations or activities of the Company, as a member of the Board;
- (l) use the resources of the Company in a proper and accountable manner;
- (m) at all times to behave in a way that upholds the values, purpose and objects of the Company and its aspirations for the Aboriginal peoples of South Australia, as well as upholding the good reputation of the Company;
- (n) not make decisions about the allocation of assets or resources of the Company on a basis other than one where merit is the primary matter considered in decision-making;

- (o) maintain a fair, flexible, safe and rewarding workplace for the employees of the Company;
- (p) not, except in the course of properly acting as a member of the Board, give or disclose, directly or indirectly, to any person any information about the business or any other confidential information of the Company or the business of its clients;
- (q) not in the exercise of his or her powers or the discharge of the duties of his or her office, commit any act with intent to deceive or defraud the Company, Members or creditors of the Company or creditors of any other person or commit any act with intent to deceive or defraud for any other fraudulent purpose;
- (r) not make any improper use of information obtained by virtue of his or her position as a member of the Board of the Company in order to gain or seek to gain a direct or indirect pecuniary benefit or any other material advantage, or any other unfair advantage in relation to the affairs of the Company either for the Board member or for any employee or other related person or so as to cause a detriment to the Company;
- (s) not make improper use of real or apparent status, power or authority as a member of the Board of the Company in order to gain or seek to gain a direct or indirect pecuniary benefit or any other material advantage, or any other unfair advantage in relation to the affairs of the Company either for the Board member or for any employee or other related person or so as to cause a detriment to the Company;
- (t) not provide false or misleading information in response to any request for information relating to the official activities of the Company, as a member of the Board.

Constitution

SCHEDULE 2 – INAUGURAL DIRECTORS

Pursuant to article 11.1, the following persons are appointed as Directors of the Company effective from the date of adoption of this Constitution:

- (u) Ms Sandra Saunders;
- (v) Mr Lez Taylor;
- (w) Mr Tauto Sansbury;
- (x) Ms Sandra Miller;
- (y) Mr Michael Coughlan;
- (z) Ms Lucy Evans;
- (aa) Ms Lyn Jones; and
- (bb) Ms Brenda Carter.

SCHEDULE 3 – INAUGURAL EXECUTIVE MEMBERS

Pursuant to article 14.1(b), the following persons are appointed as the Executive of the Company effective from the date of adoption of this Constitution:

- (cc)
- (dd)
- (ee)
- (ff)
- (gg)

Constitution

Signing page

DATED:

Each of the undersigned is a person specified in the application for registration of the Company, has consented to become a Member of the Company and agrees to the terms of this Constitution.

Name _____

Address _____

Signature _____

Date _____

Name _____

Address _____

Signature _____

Date _____

Name _____

Address _____

Signature _____

Date _____