

CLAYTON UTZ

Constitution of the Australian Indigenous
Doctors' Association Limited
ABN 84 131 668 936

A company limited by guarantee

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Constitution

Preliminary

1. Definitions

In this Constitution:

"Aboriginal or Torres Strait Islander" means a person who:

- (a) is of Aboriginal or Torres Strait Islander descent; and
- (b) identifies as an Australian Aboriginal or Torres Strait Islander person; and
- (c) is accepted as such by the community in which s/he lives or has lived.

"Attending Member" means, in relation to a Meeting of Members, the Member present at the place of the meeting, in person or by proxy, by attorney or, where the Member is a body corporate, by Corporate Representative.

"AGM" means the annual general meeting of the as Company required by section 250N of the Corporations Act.

"Associate Member " means a person who meets the criteria for membership set out in Article 13(c) and who is listed in the Application for Registration of the Company lodged with ASIC, or is nominated in accordance with Article 15 and determined by the Executive Committee to have met the criteria for membership of that category.

"Association" means the Australian Indigenous Doctors Association of Australia Incorporated (Reg'd No. Y2881107).

"ASIC" means the Australian Securities and Investment Commission.

"Attorney" is a person who exercises power under the terms of a power of attorney.

"Board" means the Directors of the Company from time to time.

"Business Day" means a day except a Saturday, Sunday or public holiday in the state or territory in which the Company is taken to be registered for the purposes of the Corporations Act.

"Company" means the Australian Indigenous Doctors' Association Limited, being the company constituted by this document.

"Corporate Representative" means a person authorised in accordance with the Corporations Act (or a corresponding previous law) by a Member which is a body corporate to act as its representative at a Meeting of Members.

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

"Corporations Regulations" means the *Corporations Regulations 2001* (Cth)

"Director" means a person who is, for the time being, a director of the Company. For the avoidance of doubt a reference to a Director includes an Office Bearer and the Director (Student), unless otherwise expressly stated.

"Director (Student)" means the inaugural Director (Student) of the Company, or any person subsequently appointed to that office in accordance with Article 67.

"Executive Committee" means the committee of the board described in Article 69 and established in accordance with Article 55.

"Fee" means a fee or levy referred to in Article 23(a).

"General Meeting" means a meeting of members other than the AGM.

"Gift Fund" means the bank account established and maintained in accordance with Article 7.

"Indigenous Medical Graduate Member" means a member who is an Aboriginal and/or Torres Strait Islander person who meets the criteria for membership set out in Article 13(a) and who is listed in the Application for Registration of the Company lodged with ASIC, or is nominated in accordance with Article 15 and determined by the Executive Committee to have met the criteria for membership of that category.

"Indigenous Medical Student Member" means a member who is an Aboriginal and/or Torres Strait Islander person who meets the criteria for membership set out in Article 13(b) and who is listed in the Application for Registration of the Company lodged with ASIC, or is nominated in accordance with Article 15 and determined by the Executive Committee to have met the criteria for membership of that category.

"Legal Costs" of a person means legal costs incurred by that person in defending or resisting any proceedings (whether criminal, civil, administrative or judicial), appearing before or responding to actions taken by any court, tribunal, government authority or agency, other body or commission, a liquidator, an administrator, a trustee in bankruptcy or other authorised official, where that proceeding, appearance or response relates to a Liability of that person.

"Liability" of a person means any liability (except a liability for legal costs) incurred by that person in or arising out of the discharge of duties as an officer of the Company or in or arising out of the conduct of the business of the Company, including as result of appointment or nomination by the Company or a subsidiary as a trustee or as a director, officer or employee of another body corporate.

"Member" means any person whose name is entered in the Register as a member of the Company.

"Meeting of Members" means either a General Meeting or the AGM.

"Notice" means a notice given pursuant to, or for the purposes of, this Constitution or the Corporations Act.

"Office Bearers" means each of the persons on the Executive Committee. **"Office Bearer"** means one of those persons.

"Personal Representative" means the legal personal representative, executor or administrator of the estate of a deceased person.

"Poll" is a form of casting votes in writing which includes votes cast on behalf of absent members who have appointed proxies or attorneys.

"President" means the inaugural President of the Company or any person subsequently appointed to that office in accordance with Article 63.

"Register" means the register of Members kept under the Corporations Act and, where appropriate, includes any branch register.

"Relevant Officer" means a person who is, or has been, a Director.

"Secretary" means a person appointed as, or to perform the duties of, secretary of the Company for the time being.

"Treasurer" means the inaugural Treasurer of the Company or any person subsequently appointed to that office in accordance with Article 66.

"Vice-President" means the inaugural Vice-President of the Company or any person subsequently appointed to that office in accordance with Article 64.

2. Interpretation

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

- (a) a word importing the singular includes the plural (and vice versa);
- (b) a word indicating a gender includes every other gender;
- (c) if a word or phrase is given a defined meaning, any other part of speech or grammatical form of that word or phrase has a corresponding meaning;
- (d) the word **"includes"** in any form is not a word of limitation;
- (e) a reference to something being **"written"** or **"in writing"** includes that thing being represented or reproduced in any mode in a visible form;
- (f) a notice or document required by this Constitution to be signed may be authenticated by any other manner permitted by the Corporations Act or any other law;
- (g) a reference to "\$" or "dollars" is a reference to Australian currency; and
- (h) a reference to a statute includes its delegated legislation and a reference to a statute or delegated legislation or a provision of either includes consolidations, amendments, re-enactments and replacements.

3. Application of Corporations Act

- (a) Unless the context indicates a contrary intention, in this Constitution:
 - (i) a reference to the Corporations Act is to the Corporations Act in force in relation to the Company after taking into account any waiver, modification or exemption which is in force either generally or in relation to the Company; and
 - (ii) a word or phrase given a meaning in the Corporations Act has the same meaning in this Constitution where it relates to the same matters as the matters for which it is defined in the Corporations Act, unless that word or phrase is otherwise defined in this Constitution.
- (b) The replaceable rules in the Corporations Act do not apply to the Company.

4. Enforcement

- (a) Each Member submits to the non-exclusive jurisdiction of the courts of New South Wales, the Federal Court of Australia and the courts competent to determine

appeals from those courts with respect to any proceedings that may be brought at any time relating to this Constitution.

- (b) If at any time any provision of this Constitution is or becomes illegal, invalid or unenforceable in any respect under the law of any jurisdiction, then that does not affect or impair:
 - (i) the legality, validity or enforceability in that jurisdiction of any other provision of this Constitution; or
 - (ii) the legality, validity or enforceability under the law of any other jurisdiction of that or any other provision of this Constitution.

Objects

5. Objects of the Company

- (a) The objects of the Company are to:
 - (i) strive for equitable health and life outcomes for Aboriginal and Torres Strait Islander people;
 - (ii) advance the health and wellbeing of Aboriginal and Torres Strait Islander people and communities;
 - (iii) facilitate the achievement of parity of Aboriginal and Torres Strait Islander health professionals across the health sector;
 - (iv) be recognised by Indigenous and non-Indigenous people, organisations and systems as a leader in health and wellbeing;
 - (v) lead in achieving the goal of an Australian health system that is culturally safe, of high quality, reflective of need and respects and integrates Aboriginal and Torres Strait Islander cultural values; and
 - (vi) implement specific projects and initiatives that:
 - A. promote the health and wellbeing of Aboriginal and Torres Strait Islander people and communities;
 - B. promote collegiate support and improved outcomes for Aboriginal and Torres Strait Islander medical graduates and students; and
 - C. increase Aboriginal and Torres Strait Islander participation at all levels in health.
- (b) The Company is a non-profit organisation, which will raise money through public donations, Commonwealth, State and Territory government assistance and through other sources to:
 - (i) support the development of a high quality Aboriginal and Torres Strait Islander health workforce including increasing the number of Aboriginal and Torres Strait Islander people in health and medical professions;
 - (ii) undertake projects that enhance the delivery of culturally safe health and medical services to Aboriginal and Torres Strait Islander peoples and communities;

- (iii) undertake projects to improve the evidence base, and promote the application of best practice for improving Aboriginal and Torres Strait Islander people's health; and
- (iv) promote effective pathways into health and medicine, including the strengthening of education and training outcomes for Aboriginal and Torres Strait Islander people.

Income and property

6. Application of income and property

- (a) Subject to Articles 6(b) and 6(c), the Company must apply the profits (if any) or other income and property of the Company solely towards the promotion of the objects of the Company set out in Article 5 and no portion of it may be paid or transferred, directly or indirectly, to any Member whether by way of dividend, bonus or otherwise.
- (b) Nothing in Article 6(a) prevents the Company making any payment in good faith of:
 - (i) reasonable and proper remuneration to any Member for any services actually rendered or goods supplied to the Company in the ordinary and usual course of business of the Company;
 - (ii) the payment or reimbursement of out-of-pocket expenses incurred by a Member on behalf of the Company where the amount payable does not exceed an amount previously approved by the Board;
 - (iii) reasonable and proper rent or fees to a Member for premises leased or licensed by any Member to the Company;
 - (iv) money to any Member, being a solicitor, accountant or other person engaged in any profession, for all usual professional or other charges for work done by that person or that person's firm or employer, where the provision of the service has the prior approval of the Board and the amount payable is approved by the Board and is not more than an amount which commercially would be reasonable payment for the service;
 - (v) interest to a Member at a rate not exceeding a rate approved by the Board on money borrowed by the Company from the Member; or
 - (vi) an amount under Article 77.

- (c) The Company must not pay fees to or on behalf of Directors or a Secretary except that the Company may make payments to a Director or Secretary in good faith for:
- (i) the payment or reimbursement of out-of-pocket expenses reasonably incurred by a Director or Secretary in the performance of any duty as a director or secretary of the Company where that payment or reimbursement has been approved by the Board;
 - (ii) the payment of a reasonable and proper amount in compensation for services actually rendered by a Director in travelling to or attending Board meetings and other events for or on behalf of the Company, where the payment has been approved by the Board;
 - (iii) the payment of a reasonable and proper amount to an Office Bearer in remuneration for services actually rendered by the Office Bearer, where that payment has been approved by the Board;
 - (iv) money to any Director or Secretary, being a solicitor, accountant or other person engaged in any profession, for all usual professional or other charges for work done by that person or that person's firm or employer, where the provision of the service has the prior approval of the Board and the amount payable is approved by the Board and is not more than an amount which commercially would be reasonable payment for the service;
 - (v) any salary or wage due to the Director or Secretary as an employee of the Company where the terms of employment have been approved by the Board;
 - (vi) an insurance premium in respect of a contract insuring a Director or Secretary for a liability incurred as an officer of the Company where the Board has approved the payment of the premium; or
 - (vii) any payment under Article 68(a), 68(c) or 68(d) or a payment under any agreement or deed referred to in Article 68(e).

Accounts

7. Establishment of a Gift Fund

- (a) The Company shall establish and maintain a Gift Fund:
- (i) to which gifts of money or property for the objects of the Company are to be made;
 - (ii) to which any money received by the Company because of such gifts is to be credited; and
 - (iii) that does not receive any other money or property.
- (b) For the purpose of establishing the Gift Fund, the Company must establish a separate bank account in the name of the Gift Fund.
- (c) The name of the Gift Fund is the Australian Indigenous Doctors' Association Gift Fund.

8. Sponsorships, raffles and membership fees etc

- (a) For the avoidance of doubt, money or property received by the Company in respect of:
 - (i) sponsorships, raffles, charity auctions, dinners and commercial activities; or
 - (ii) membership fees and levies,must not be made or credited to the Gift Fund.
- (b) If money or property is incorrectly made or credited to the Gift Fund, the money or property must be removed from the Gift Fund as soon as practicable.

9. Use and Records

- (a) The Company must use the following only in the furtherance of the Company's objects:
 - (i) gifts made to the Gift Fund; and
 - (ii) any money received because of such gifts. This includes the proceeds of sale of gifted property and investment returns (including interest and rents) from gifted money and property.
- (b) Details of the Gift fund (including all uses referred to in Article 9(a)) must be properly recorded in records maintained by the Company.
- (c) Gifts of property to the Gift Fund must be specifically identified as gifts to the Gift Fund.
- (d) The Company may use the Gift Fund to pay for reasonable costs and expenses expressly relating to the administration of the Gift Fund.
- (e) The Company must issue a receipt to the donor of gifts to the Gift Fund. A receipt must state:
 - (i) the name of the Gift Fund;
 - (ii) the ABN of the Company; and
 - (iii) the fact that the receipt is for a gift.

10. Winding up of Gift Fund

- (a) At the earlier of either:
 - (i) the winding up of the Gift Fund; or
 - (ii) the revocation of the Company's endorsement as a Deductible Gift Recipient;any surplus assets of the Gift Fund remaining after payment of liabilities attributable to it shall be transferred to a fund, authority or institution whose objects are similar to those in Article 5 and to which income tax deductible gifts can be made.

- (b) If the Company is wound up, Article 77 will apply.

11. Public Fund

The Company will maintain a separate fund ("**Public Fund**") for any money or other property of the Company which is not eligible for inclusion in the Gift Fund. The Company shall apply the whole of the income of the Public Fund in accordance with Articles 5 and 6.

Liability of Members

12. Extent of liability

Each Member undertakes to contribute an amount not exceeding \$25.00 to the property of the Company if the Company is wound up at a time when that person is a Member, or within one year of the time that person ceased to be a Member, for:

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

Membership

13. Membership categories and qualifications

(a) **Indigenous Medical Graduate Members**

- (i) A person is eligible for membership as an Indigenous Graduate Member of the Company if they:
 - A. are an Aboriginal and/or Torres Strait Islander person;
 - B. have graduated with a recognised degree in medicine;
 - C. are accepted by the Executive Committee as having a commitment to the aims, objectives and values of the Company; and
 - D. are nominated by an Indigenous Medical Graduate Member or Indigenous Medical Student Member.
- (ii) A person becomes an Indigenous Medical Graduate Member upon:
 - A. incorporation of the Company if the person is listed as Member in the Application for Registration of a Body Corporate as an Australian company lodged with ASIC; or
 - B. approval of that person's application by the Executive Committee in accordance with Article 15.

(b) **Indigenous Medical Student Members**

- (i) A person is eligible for membership as an Indigenous Student Member of the Company if they are:

- A. an Aboriginal and/or Torres Strait Islander person;
 - B. enrolled in a recognised degree in medicine;
 - C. accepted by the Executive Committee as having a commitment to the aims, objectives and values of the Company; and
 - D. nominated by an Indigenous Medical Graduate Member or Indigenous Medical Student Member.
- (ii) A person becomes an Indigenous Medical Student Member upon:
- A. incorporation of the Company if the person is listed as Member in the Application for Registration of a Body Corporate as an Australian company lodged with ASIC; or
 - B. approval by the Executive Committee in accordance with Article 15.
- (c) **Associate Members (Individuals and Organisations)**

Individual Associate Members

- (i) An individual is eligible for membership as an Associate Member of the Company if the individual:
- A. is accepted the Executive Committee as having a commitment to the aims, objectives and values of the Company; or
 - B. is nominated by an Indigenous Medical Graduate Member or Indigenous Medical Student Member.
- (ii) An individual becomes an Associate Member upon:
- A. incorporation of the Company if the person is listed as Member in the Application for Registration of a Body Corporate as an Australian company lodged with ASIC; or
 - B. approval by the Executive Committee in accordance with Article 15.

Organisational Associate Members

- (iii) An organisation or body corporate is eligible for membership as an Associate Member of the Company if the organisation or body corporate:
- A. is an association or an organisation (whether corporate or unincorporated) or a body corporate (and not being a natural person);
 - B. is accepted the Executive Committee as having a commitment to the aims, objectives and values of the Company; or
 - C. is nominated by an Indigenous Medical Graduate Member or Indigenous Medical Student Member.
- (iv) An organisation or a body corporate becomes an Associate Member:

- A. upon incorporation of the Company if the organisation or body corporate is listed as Member in the Application for Registration of a Body Corporate as an Australian company lodged with ASIC; or
- B. upon approval by the Executive Committee in accordance with Article 15.

14. Membership rights

- (a) All Members may attend the Company's AGM.
- (b) All Members may enjoy reduced registration fees for AIDA events as determined from time to time by the Board.
- (c) Indigenous Medical Graduate Members, subject to this Constitution:
 - (i) have full voting rights as Members of the Company, except for the right to vote for the Director (Student);
 - (ii) have speaking rights at a Meeting of Members; and
 - (iii) may stand for election as a Director (including an Office Bearer) of the Company, but not for the Director (Student).
- (d) Indigenous Medical Student Members, subject to this Constitution:
 - (i) have full voting rights as Members of the Company (including the right to vote for the Director (Student));
 - (ii) have speaking rights at a Meeting of Members; and
 - (iii) may stand for election as the Director (Student).
- (e) Associate Members, subject to this Constitution:
 - (i) have observer status at a Meeting of Members;
 - (ii) have no speaking rights or voting rights at a Meeting of Members; and
 - (iii) may not stand for election as a Director (including any Office Bearer).
- (f) Subject to the Corporations Act and the rights of a particular categories of Members, the Company may vary or cancel rights of Members in that category:
 - (i) by a special resolution passed at a meeting of the Members included in that category; or
 - (ii) with the written consent of Members who are entitled to at least 75% of the votes that may be cast by Members included in that category.
- (g) Article 45 applies to a meeting held under Article 14(f)(i).

15. Application and acceptance of Members

- (a) An application from a person, organisation or body corporate for any category of membership of the Company must :

- A. be in a form determined by the Board from time to time ("**Membership Application Form**") and be accompanied by the relevant Fee;
 - B. include details of the Indigenous Medical Graduate Member or Indigenous Student Graduate Member who has agreed to support the application; and
 - C. be lodged with the Secretary at the Company's principal place of business.
- (b) The Secretary must refer any Membership Application Forms to the Executive Committee.
 - (c) The Executive Committee shall, after considering the application, and applying the criteria for eligibility as set out for the relevant category of member in Article 13, determine in its absolute discretion whether an applicant may become a Member. The Executive Committee is not required to give any reason for the rejection of any application to become a Member.
 - (d) If an application as a Member is accepted by the Executive Committee, the Company must give written notice of the acceptance to the applicant and enter the applicant's name in the Register.
 - (e) If an application as a Member is rejected by the Executive Committee, the Company must give written notice of the rejection to the applicant and refund in full any fee paid by the applicant.
 - (f) Failure by the Company to comply with any notice requirement in this Article does not invalidate the decision by the Executive Committee regarding an application.

16. Register

- (a) The Secretary must establish and maintain a Register of the Members of the Company which accurately reflects who is a Member.
- (b) The Register must contain the following information about each Member:
 - (i) the Member's name and address;
 - (ii) the category of membership; and
 - (iii) the date on which the Member's name in the Register was entered in the Register.
- (c) Where an organisation or body corporate is a Member, an officer of the organisation or body corporate shall be registered as the Member. The Register must contain:
 - (i) the organisation's name and address; and
 - (ii) the name and address of the officer of the organisation.
- (d) The Register must be kept at the Company's principal place of business.
- (e) The Secretary must ensure that only those particulars required by the Corporations Act relating to a Member are:
 - (i) available for inspection in accordance with the Corporations Act; and

- (ii) given only to a person with the right to have such information in accordance with the Corporations Act.
- (f) A Member may at any time by notice in writing lodged with the Secretary inform the Company of any change in the Member's name or address. The Company may require reasonable verification of the change.

17. No transfers

The rights of being a Member are not transferable whether by operation of law or otherwise.

Cessation of membership

18. Expiry of membership

- (a) Each membership will, subject to earlier termination under in accordance with this Constitution, expire on 31 December each year.
- (b) On or before 1 November each year the Company must send to each Member a notice of renewal in a form prescribed by the Board ("**Renewal Form**") setting out:
 - (i) the prescribed Fee for the following year as determined in accordance with Article 23; and
 - (ii) the method of renewal.
- (c) Membership is renewed by a Member:
 - (i) complying with the method of renewal set out on the Renewal Form; and
 - (ii) providing the Fee prescribed by the Renewal Form in cleared funds in accordance with the method of payment and by the date set out on the Renewal Form.
- (d) A person ceases to be a Member of the Company if that person has not effected renewal of their membership in accordance with this Article 18 before 31 December of each year (or by any extension of that date resolved by the Executive Committee).

19. Resignation of a Member

- (a) A Member may at any time resign as a member of the Company by giving the Company notice in writing. Unless the notice provides otherwise, a resignation by a Member takes effect immediately on the giving of that notice to the Company.
- (b) If a Member resigns, the Company must remove the Member's name from the Register.

20. Expulsion of a Member

- (a) Subject to Article 20(b), if:
 - (i) a Member is in breach of a provision of this Constitution; or
 - (ii) any act or omission of a Member is, in the opinion of the Board, unbecoming of a Member, prejudicial to the interests or reputation of the

Company or is not consistent with the aims, objectives and values of the Company; or

- (iii) a Member is, or any step is taken for that Member to become, either an insolvent under administration or an externally administered body corporate; or
- (iv) the succession by another body corporate or entity to the assets and liabilities of the Member occurs,

the Company may expel the Member by a resolution of the Board and remove the Member's name from the Register.

- (b) The Company must not expel a Member under Article 20(a) unless:
 - (i) at least 5 Business Days notice has been given to the Member stating the date, time and place at which the question of expulsion of that Member is to be considered by the Board, and the nature of alleged event giving rise to the expulsion; and
 - (ii) the affected Member is given the opportunity of explaining to the Board, orally or in writing, why the Member should not be expelled.

21. Other cessation events

If a Member:

- (a) being an individual, dies or becomes bankrupt, becomes of unsound mind or a person whose property is liable to be dealt with under a law about mental health; or
- (b) being a body corporate, is deregistered under the laws of the jurisdiction in which it is incorporated,

the Member ceases to be a member of the Company and the Company must remove the Member's name from the Register.

22. Effect of cessation

- (a) A person who ceases to be a Member:
 - (i) remains liable to pay, and must immediately pay, to the Company all amounts that at date of cessation were payable by the person to the Company as a Member; and
 - (ii) must pay to the Company interest at the rate the Board resolves on those amounts from the date of cessation until and including the date of payment of those amounts.
- (b) The Company may by resolution of the Board waive any or all of its rights under this Article 22.

Fees and other payments

23. Setting of Fees

- (a) The Company may by resolution of the Board require the payment of fees or levies by Members in the amount, on any terms and at any times as the Board resolves, including payment by instalments.
- (b) The Company may when admitting Members make Fees payable for one or more category of Members for different amounts and at different times as the Board resolves.
- (c) The Company may by resolution of the Board revoke or postpone a Fee or extend the time for payment of a Fee, at any time prior to the date payment of that Fee is due.

24. Notice of Fees

- (a) The Company must give notice of Fees to the Members who are required to pay the Fees at least 10 Business Days before the due date for payment. The notice must specify the time or times and place of payment and any other information as the Board resolves.
- (b) The non-receipt of a notice of a Fee by, or the accidental omission to give notice of a Fee to, any Member does not invalidate the Fee.

25. Payment of Fees

- (a) Each Member must pay to the Company the amount of each Fee payable by the Member in the manner, at the time and at the place specified in the notice of the Fee.
- (b) In a proceeding to recover a Fee, or an amount payable due to the failure to pay or late payment of a Fee, proof that:
 - (i) the name of the person is entered in the Register as a Member;
 - (ii) the person is in the category of Members liable to pay the Fee;
 - (iii) there is a record in the minute books of the Company of the resolution determining the Fee or the terms of membership of a category of Members requiring the payment of the Fee; and
 - (iv) notice of the Fee was given or taken to be given to the person in accordance with this Constitution,

is conclusive evidence of the obligation of that person to pay the Fee.

26. Interest payable

- (a) If an amount payable to the Company as a Fee is not paid before or on the time for payment, the person who owes the amount must pay to the Company:
 - (i) interest on the unpaid part of the amount from the date payment is due to the date of payment at the rate the Board resolves; and

- (ii) all costs and expenses the Company incurs due to the failure to pay or the late payment.
- (b) Interest under Article 26(a) accrues daily and may be capitalised at any interval that the Board resolves.
- (c) The Company may by resolution of the Board waive payment of some or all of the interest, costs or expenses payable under Article 26(a).

27. Company payments

- (a) A Member or the Personal Representative of a deceased Member must pay to the Company on written demand an amount equal to all payments the Company makes to a government or taxation authority in respect of the Member or the death of the Member, where the Company is either:
 - (i) obliged by law to make the relevant payment; or
 - (ii) advised by a lawyer qualified to practice in the jurisdiction of the relevant government or taxation authority that the Company is obliged by law to make the relevant payment.
- (b) The Company is not obliged to notify a Member in advance of its intention to make a payment under Article 27(a).
- (c) An amount payable by a Member to the Company under Article 27(a) is treated under this Constitution as if it is a Fee properly made by the Board of which notice has been given on the date on which the written demand is given by the Company to the Member or the Personal Representative of a deceased Member.
- (d) Nothing in this Article affects any right or remedy which any law confers on the Company.

Proceedings of Members

28. Calling Meetings of Members

- (a) The Company may by resolution of the Board call a Meeting of Members to be held at the time and place (including 2 or more locations using technology which gives Attending Members as a whole a reasonable opportunity to participate) and in the manner the Board resolves.
- (b) No Member may call or arrange to hold a Meeting of Members except where permitted by the Corporations Act.
- (c) The Company must hold an AGM in one location at least once in each calendar year and within five (5) months after the end of its financial year.

29. Notice of Meetings of Members

- (a) Where the Company has called a Meeting of Members, at least 21 days notice of the meeting and any proxy form for the meeting may be given in the form and in the manner in which the Board resolves, subject to any requirements in the Corporations Act.
- (b) A person may waive notice of any Meeting of Members by written notice to the Company.

- (c) A person who has not duly received notice of a Meeting of Members may, before or after the meeting, notify the Company of the person's agreement to anything done or resolution passed at the meeting.
- (d) A person's attendance at a Meeting of Members waives any objection that person may have had to a failure to give notice, or the giving of a defective notice, of the meeting, unless the person at the beginning of the meeting objects to the holding of the meeting.
- (e) Subject to the Corporations Act, anything done (including the passing of a resolution) at a Meeting of Members is not invalid because either or both a person does not receive notice of the meeting or a proxy form, or the Company accidentally does not give notice of the meeting or a proxy form to a person.
- (f) The Company must give its auditor:
 - (i) notice of Meeting of Members in the same way that a Member is entitled to receive notice under Article 29(a); and
 - (ii) any other communication relating to the Meeting of Members that a Member is entitled to receive.

30. Business of Meetings of Members

- (a) The business that may be transacted at a General Meeting is:
 - (i) the election of Directors (including Office Bearers and the Director (Student)); and
 - (ii) items of business submitted by the Board.
- (b) The business that may be transacted at an AGM is:
 - (i) the consideration of the annual:
 - A. financial report;
 - B. Directors' reports; and
 - C. auditor's report;
 - (ii) the election of Directors (including Office Bearers and the Director (Student));
 - (iii) if required at that particular AGM by the Corporations Act, the appointment of auditors and the fixing of their remuneration; and
 - (iv) items of business submitted by the Board.
- (c) Except with the approval of the Board, with the permission of the chairperson of the meeting or under the Corporations Act, no person may move at any Meeting of Members:
 - (i) any resolution (except in the form set out in the notice of meeting given under Article 29(a)); or
 - (ii) any amendment of any resolution or of a document which relates to any resolution.

31. Quorum of Meetings of Members

- (a) No business may be transacted at a Meeting of Members except, subject to Article 32, the election of the chairperson of the meeting unless a quorum for a Meeting of Members is present at the time when the meeting commences.
- (b) A quorum for a Meeting of Members is 15 Attending Members who are entitled to vote on a resolution at that meeting. Each individual present may only be counted once towards a quorum. If a Member has appointed more than one proxy or attorney or Corporate Representative, only one of them may be counted towards a quorum.
- (c) If a quorum is not present within 30 minutes after the time appointed for the commencement of a Meeting of Members, the meeting is dissolved unless the chairperson of the meeting or the Board adjourn the meeting to a date, time and place determined by that chairperson or the Board.
- (d) If a quorum is not present within 30 minutes after the time appointed for the commencement of an adjourned Meeting of Members, the meeting is dissolved.

32. Chairperson of Meetings of Members

- (a) Subject to Articles 32(b) and 32(c), the President must chair each Meeting of Members.
- (b) If at a Meeting of Members:
 - (i) there is no President; or
 - (ii) the President is not present within 15 minutes after the time appointed for the commencement of a Meeting of Members or is not willing to chair all or part of the meeting,

the Directors present may (by majority vote) elect one of their number or, in the absence of all the Directors or if none of the Directors present is willing to act, the Attending Members may elect one of their number, to chair that meeting.
- (c) A chairperson of a Meeting of Members may, for any item of business at that meeting or for any part of that meeting, vacate the chair in favour of another person nominated by him or her.

33. Conduct of Meetings of Members

- (a) Subject to the Corporations Act, the chairperson of a Meeting of Members is responsible for the general conduct of that meeting and for the procedures to be adopted at that meeting.
- (b) The chairperson of a Meeting of Members may make rulings without putting the question (or any question) to the vote if that action is required to ensure the orderly conduct of the meeting.
- (c) The chairperson of a Meeting of Members may determine the procedures to be adopted for proper and orderly discussion or debate at the meeting, and the casting or recording of votes at the meeting.
- (d) The chairperson of a Meeting of Members may determine any dispute concerning the admission, validity or rejection of a vote at the meeting.

- (e) The chairperson of a Meeting of Members may, subject to the Corporations Act, at any time terminate discussion or debate on any matter being considered at the meeting and require that matter be put to a vote.
- (f) The chairperson of a Meeting of Members may refuse to allow debate or discussion on any matter which is not business referred to in the notice of that meeting or is not business of the meeting permitted under the Corporations Act without being referred to in the notice of meeting.
- (g) The chairperson of a Meeting of Members may refuse any person admission to, or require a person to leave and remain out of, the meeting where this is necessary to maintain a safe, respectful and professional environment.
- (h) If the chairperson of a Meeting of Members considers that there are too many persons present at the meeting to fit into the venue where the meeting is to be held, the chairperson may nominate a separate meeting place using any technology that gives Attending Members as a whole a reasonable opportunity to participate.
- (i) The chairperson of a Meeting of Members may delegate any power conferred by this Article to any person.
- (j) Nothing contained in this Article 33 limits the powers conferred by law on the chairperson of a Meeting of Members.

34. Attendance at Meeting of Members

- (a) Subject to this Constitution and any rights and restrictions of a category of Members set out in Article 14, a Member who is entitled to attend and cast a vote at a Meeting of Members, may attend and vote:
 - (i) in person;
 - (ii) by proxy; or
 - (iii) by attorney.
- (b) The chairperson of a Meeting of Members may require a person acting as a proxy or attorney at that meeting to establish to the chairperson's satisfaction that the person is the person duly appointed to act. If the person fails to satisfy this requirement, the chairperson may exclude the person from attending or voting at the meeting.
- (c) A Director is entitled to receive notice of and to attend all Meetings of Members and all meetings of a category of Members and is entitled to speak at those meetings.
- (d) A person, whether a Member or not, requested by the Board to attend a Meeting of Members or a meeting of a category of Members is entitled to attend that meeting and, at the request of the chairperson of the meeting, is entitled to speak at that meeting.
- (e) The Company's auditor is entitled to attend any Meeting of Members.

35. Authority of Attending Members

- (a) Unless otherwise provided in the document or resolution appointing a person as proxy, attorney or Corporate Representative of a Member, the person has the same rights to speak, demand a poll, join in demanding a poll or act generally at a

meeting of Member to which the appointment relates, as the appointing Member would have had if that Member was present at the meeting.

- (b) Unless otherwise provided in the document or resolution appointing a person as proxy or attorney of a Member, the appointment is taken to confer authority to:
 - (i) vote on any amendment moved to a proposed resolution and on any motion that a proposed resolution not be put or any similar motion; and
 - (ii) vote on any procedural motion, including any motion to elect the chairperson of the Meeting of Members to which the appointment relates, to vacate the chair or to adjourn the meeting,

even though the appointment may refer to specific resolutions and may direct the proxy, attorney or Corporate Representative how to vote on particular resolutions.

- (c) Unless otherwise provided in the document or resolution appointing a person as proxy, attorney or Corporate Representative of a Member, the appointment is taken to confer authority to attend and vote at a meeting which is rescheduled, postponed or adjourned to another time or changed to another place, even though the appointment may refer to a specific meeting to be held at a specified time or place.

36. Multiple appointments

- (a) If more than one attorney or Corporate Representative appointed by a Member is present at a Meeting of Members and the Company has not received notice of any revocation of any of the appointments:
 - (i) an attorney or Corporate Representative appointed to act at that particular meeting may act to the exclusion of an attorney or Corporate Representative appointed under a standing appointment; and
 - (ii) subject to Article 36(a)(i), an attorney or Corporate Representative appointed under the most recent appointment may act to the exclusion of an attorney or Corporate Representative appointed earlier in time.
- (b) An appointment of a proxy of a Member is revoked (or, in the case of a standing appointment, suspended for that particular Meeting of Members) if the Company receives a further appointment of a proxy from that Member which would result in there being more than one proxy of that Member entitled to act at the meeting. The appointment of proxy made first in time is the first to be treated as revoked or suspended by this Article.
- (c) The appointment of a proxy for a Member is not revoked by an attorney or Corporate Representative for that Member attending and taking part in a Meeting of Members to which the appointment relates, but if that attorney or Corporate Representative votes on a resolution at that meeting, the proxy is not entitled to vote, and must not vote, as the Member's proxy on that resolution.

37. Voting at Meeting of Members

- (a) A resolution put to the vote at a Meeting of Members must be decided on a show of hands, unless a poll is demanded in accordance with Article 40 and that demand is not withdrawn.
- (b) The Board may determine that Members entitled to attend and vote at a Meeting of Members or at a meeting of a category of Members may vote at that meeting without an Attending Member in respect of that person being present at that

meeting (and voting in this manner is referred to in this Article as direct voting). The Board may determine rules and procedures in relation to direct voting, including the category of Members entitled to cast a direct vote, the manner in which a direct vote may be cast, the circumstances in which a direct vote will be valid and the effect of a Member casting both a direct vote and a vote in any other manner. Where a notice of meeting specifies that direct voting may occur by eligible Members, a direct vote cast by an eligible Member is taken to have been cast by that person at the meeting if the rules and procedures for direct voting determined by the Board (whether set out in the notice of meeting or otherwise) are complied with.

- (c) Subject to this Constitution and any rights or restrictions of a category of Members, on a show of hands at a Meeting of Members, each Attending Member having the right to vote on the resolution has one vote, provided that where a person is entitled to vote in more than one capacity, that person is entitled only to one vote.
- (d) Subject to this Constitution and any rights or restrictions of a category of Members, on a poll at a Meeting of Members, each Attending Member having the right to vote on the resolution has one vote for each Member that the Attending Member represents.
- (e) Subject to this Constitution and any rights or restrictions of a category of Members, where the Board has determined other means (including electronic) permitted by law for the casting and recording of votes by Members on any resolution to be put at a Meeting of Members, each Member having a right to vote on the resolution has one vote.
- (f) An objection to a right to vote at a Meeting of Members or to a determination to allow or disregard a vote at the meeting may only be made at that meeting (or any resumed meeting if that meeting is adjourned). Any objection under this Article must be decided by the chairperson of the Meeting of Members, whose decision, made in good faith, is final and conclusive.
- (g) Except where a resolution at a Meeting of Members requires a special majority pursuant to the law, the resolution is passed if more votes are cast by Members entitled to vote in favour on the resolution than against it.
- (h) In the case of an equality of votes on a resolution at a Meeting of Members, the chairperson of that meeting does not have a casting vote on that resolution.
- (i) Unless a poll is demanded and the demand is not withdrawn, a determination by the chairperson of a Meeting of Members following a vote on a show of hands that a resolution has been passed or not passed is conclusive, without proof of the number or proportion of the votes recorded in favour or against the resolution.

38. Voting by representatives

- (a) The validity of any resolution passed at a Meeting of Members is not affected by the failure of any proxy or attorney to vote in accordance with directions (if any) of the appointing Member.
- (b) If a proxy of a Member purports to vote in a way or circumstances that contravene the Corporations Act, on a show of hands the vote of that proxy is invalid and the Company must not count it. If a poll is demanded, votes which the Corporations Act require a proxy of a Member to cast in a given way must be treated as cast in that way.

- (c) Subject to this Constitution and the Corporations Act, a vote cast at a Meeting of Members by a person appointed by a Member as a proxy, attorney or Corporate Representative is valid despite the revocation of the appointment (or the authority under which the appointment was executed), if no notice in writing of that matter has been received by the Company at least 48 hours before the commencement of that meeting.

39. Restrictions on voting rights

- (a) The authority of a proxy or attorney for a Member to speak or vote at a Meeting of Members to which the authority relates is suspended while the Member is present in person at that meeting.
- (b) An Attending Member is not entitled to vote on any resolution on which any Fee or other amount due and payable to the Company in respect of that Member's membership of the Company has not been paid.
- (c) An Attending Member is not entitled to vote on a resolution at a Meeting of Members where that vote is prohibited by the Corporations Act or an order of a court of competent jurisdiction.
- (d) The Company must disregard any vote on a resolution at a Meeting of Members purported to be cast by an Attending Member where that person is not entitled to vote on that resolution. A failure by the Company to disregard a vote on a resolution as required by this Article 39 does not invalidate that resolution or any act, matter or thing done at the meeting, unless that failure occurred by wilful default of the Company or of the chairperson of that meeting.

40. Polls

- (a) A poll on a resolution at a Meeting of Members may be demanded by a Member only in accordance with the Corporations Act or by the chairperson of that meeting.
- (b) No poll may be demanded at a Meeting of Members on the election of a chairperson of that meeting, or unless the chairperson of the meeting otherwise determines, the adjournment of that meeting.
- (c) A demand for a poll may be withdrawn.
- (d) A poll demanded on a resolution at a Meeting of Members for the adjournment of that meeting must be taken immediately. A poll demanded on any other resolution at a Meeting of Members must be taken in the manner and at the time and place the chairperson of the meeting directs.
- (e) The result of a poll demanded on a resolution of a Meeting of Members is a resolution of that meeting.
- (f) A demand for a poll on a resolution of a Meeting of Members does not prevent the continuance of that meeting or that meeting dealing with any other business.

41. Proxies

- (a) A Member who is entitled to attend and vote at a Meeting of Members may appoint another Member entitled to attend and vote at that Meeting of Members, as proxy to attend and vote for the Member in accordance with the Corporations Act but not otherwise. In respect of any one Meeting of Members, a person may not be appointed as proxy for more than two Members.

- (b) A proxy appointed in accordance with the Corporations Act to attend and vote may only exercise the rights of the Member on the basis and subject to the restrictions provided in the Corporations Act.
- (c) A form of appointment of proxy is valid if it is in writing, and in accordance with the Corporations Act or in any other form (including electronic) which the Board may determine or accept.
- (d) If the name of the proxy or the name of the office of the proxy in a proxy appointment of a Member is not filled in, the proxy of that Member is:
 - (i) the person specified by the Company in the form of proxy in the case the Member does not choose; or
 - (ii) if no person is so specified, the chairperson of that meeting.

42. Receipt of appointments

- (a) An appointment of proxy, attorney or Corporate Representative for a Meeting of Members is effective only if the Company receives the appointment (and any authority under which the appointment was signed or a certified copy of the authority) not less than 48 hours before the time appointed for the meeting to commence or (in the case of an adjourned meeting) resume.
- (b) Where a notice of meeting specifies an electronic address or other electronic means by which a Member may give the Company a proxy appointment (and any authority under which the appointment is signed), a proxy given at that electronic address or by that other electronic means is taken to have been given by the Member and received by the Company if the requirements set out in the notice of meeting are complied with.

43. Adjournments

- (a) The chairperson of a Meeting of Members may at any time during the meeting adjourn the meeting or any business, motion, question or resolution being considered or remaining to be considered at the meeting or any discussion or debate, either to a later time at the same meeting or to an adjourned meeting to be held at the time and place determined by the chairperson.
- (b) If the chairperson of a Meeting of Members exercises the right to adjourn that meeting under Article 43(a), the chairperson may (but is not obliged to) obtain the approval of Attending Members to the adjournment.
- (c) No person other than the chairperson of a Meeting of Members may adjourn that meeting.
- (d) The Company may give notice of a Meeting of Members resumed from an adjourned meeting as the Board resolves. Failure to give notice of an adjournment of a Meeting of Members or the failure to receive any notice of the meeting does not invalidate the adjournment or anything done (including the passing of a resolution) at a resumed meeting.
- (e) Only business left unfinished is to be transacted at a Meeting of Members resumed after an adjournment.

44. Cancellations and postponements

- (a) Subject to the Corporations Act, the Company may by resolution of the Board cancel or postpone a Meeting of Members or change the place for the meeting, prior to the date on which the meeting is to be held.
- (b) Article 44(a) does not apply to a meeting called in accordance with the Corporations Act by Members or by the Board on the request of Members, unless those Members consent to the cancellation or postponement.
- (c) The Company may give notice of a cancellation or postponement or change of place of a Meeting of Members as the Board resolves. Failure to give notice of a cancellation or postponement or change of place of a Meeting of Members or the failure to receive any notice of the meeting does not invalidate the cancellation, postponement or change of place of a meeting or anything done (including the passing of a resolution) at a postponed meeting or the meeting at the new place.
- (d) The only business that may be transacted at a Meeting of Members the holding of which is postponed is the business specified in the original notice calling the meeting.

45. Meetings of a category of Members

All the provisions of this Constitution relating to a Meeting of Members apply so far as they are capable of application and with any necessary changes to a meeting of a category of Members required to be held under this Constitution or the Corporations Act except that a quorum is 2 Attending Members who are (or whose Member they represent are) members of that category of Members, or if only one person is a member of that category of Members, that person (or an Attending Member representing that person).

Directors

46. General

- (a) Subject to Article 46(b), only Indigenous Medical Graduate Members may be appointed Directors.
- (b) Only an Indigenous Medical Student Member may be appointed to the position of Director (Student).
- (c) The Directors of the Company are those persons appointed or elected as Directors in accordance with Article 47.
- (d) The number of Directors will be not be less than 8 and not more than 11.
- (e) The Company intends that the Board, to the extent possible, includes Directors that have wide geographical coverage of Australia and that the Board specifically includes:
 - (i) One (1) Director who is a Torres Strait Islander person;
 - (ii) One (1) Director (Student); and
 - (iii) Nine (9) Indigenous Medical Graduate Members resident in Australia.

47. Appointment of Directors

A person becomes a Director:

- (a) upon incorporation of the Company, if the person consents to act as a Director of the Company and is listed as a Director in the Application for Registration of a Body Corporate as an Australian company lodged with ASIC; or
- (b) where a Director (including any Office Bearer or the Director (Student)) retires or otherwise ceases to be a Director, when the Company, by resolution at a Meeting of Members, fills the vacancy; or
- (c) where the Company, by resolution at a Meeting of Members, otherwise appoints a person as a Director (including any appointment of an Office Bearer or a Director (Student)); or
- (d) where the Board appoints a Director to fill a vacancy under Article 48.

48. Board may appoint a Director to fill a vacancy

- (a) Subject to Article 48(d) where a Director (including any Office Bearer or the Director (Student)) retires or otherwise ceases to be a Director prior to the time at which that person would have been required to retire under Article 49, the Board may appoint a person to fill the vacancy, provided that the person appointed to fill the vacancy meets the eligibility requirements that apply under this Constitution in relation to the Company's appointment of a person to that position.
- (b) Where the vacancy filled by the Board under Article 48(a) is that of an Office Bearer, or of the Director (Student), the person appointed to fill the position will become the relevant Office Bearer or the Director (Student), as the case may be.
- (c) A person appointed by the Board to fill a vacancy under Article 48(a) holds office until the conclusion of the AGM next following their appointment, and is eligible for election at that AGM.
- (d) This Article 48 does not apply in relation to the Secretary, in relation to which the provisions of Article 65 apply.

49. Tenure of Directors

- (a) Subject to Article 49(b), and subject to Article 48, a Director must retire from office two (2) AGMs, following that Director's last election or appointment, except that at the first AGM of the Company:
 - (i) the Treasurer;
 - (ii) the Secretary;
 - (iii) the Director (Student); and
 - (iv) such other Directors as is determined by the Board prior to the first AGM of the Company;must retire from office.
- (b) The Director (Student) must retire from office at each AGM.

- (c) A Director who retires under Article 49(a) or Article 49(b) holds office as Director until the end of the meeting at which the Director retires, and is eligible for re-election.
- (d) Subject to the requirements of the Corporations Act, the Board may, on application of a Director, grant that Director leave of absence from the Board, for a period determined by the Board.
- (e) No person, other than a Director retiring under this Article 49 or a person nominated by the Board, is eligible to be appointed as a Director at any Meeting of Members unless a nomination signed by a Member accompanied by the consent of the nominee to act is given to the Company at least 7 days (or such other time as is allowed for by the Board) before the meeting.

50. Termination of office

A person ceases to be a Director (and if an Office Bearer or the Director (Student), also ceases to occupy that position) if the person:

- (a) fails to attend three consecutive Board meetings without the consent of the Board granted in accordance with Article 49(d);
- (b) is an Office Bearer or the Director (Student) and ceases to occupy that position;
- (c) resigns by notice in writing to the Company;
- (d) retires under Article 49 or ceases to hold office under Article 48(c), and is not re-elected;
- (e) is removed from office under the Corporations Act;
- (f) is an employee (whether full-time or part-time) of the Company or of any related body corporate of the Company and ceases to be an employee of the Company or of a related body corporate of the Company;
- (g) becomes an insolvent under administration;
- (h) becomes of unsound mind or a person whose property is liable to be dealt with under a law about mental health; or
- (i) is not permitted to be a director, or to manage a corporation, pursuant to the Corporations Act.

51. Interests of Directors

- (a) A Director is not disqualified by reason only of being a Director (or the fiduciary obligations arising from that office) from:
 - (i) holding an office (except auditor) or place of profit or employment in the Company or a related body corporate of the Company;
 - (ii) holding an office or place of profit or employment in any other company, body corporate, trust or entity promoted by the Company or in which it has an interest;
 - (iii) being a member, creditor or otherwise be interested in any body corporate (including the Company), partnership or entity, except auditor of the Company;

- (iv) entering into any agreement or arrangement with the Company; or
 - (v) acting in a professional capacity (or being a member of a firm which acts in a professional capacity) for the Company, except as auditor of the Company.
- (b) Each Director must comply with Corporations Act in relation to the disclosure of the Director's interests.
 - (c) A Director who has a material personal interest in a matter that is being considered at a Board meeting must not be present while the matter is being considered at the meeting nor vote on the matter, except where permitted by the Corporations Act.
 - (d) If a Director has an interest in a matter, then subject to Article 51(c), Article 51(e) and this Constitution:
 - (i) that Director may be counted on in a quorum at the Board meeting that considers matters that relate to the interest provided that Director is entitled to vote on at least one of the resolutions to be proposed at that Board meeting;
 - (ii) that Director may participate in and vote on matters that relate to the interest;
 - (iii) the Company may proceed with any transaction that relates to the interest and the Director may participate in the execution of any relevant document by or on behalf of the Company;
 - (iv) the Director may retain the benefits under any transaction that relates to the interest even though the Director has the interest; and
 - (v) the Company cannot avoid any transaction that relates to the interest merely because of the existence of the interest.
 - (e) If an interest of a Director is required to be disclosed under Article 51(b), Article 51(d)(iv) applies only if the interest disclosed before the transaction is entered into.

Board

52. Composition of Board

The Board will comprise of the Directors of the Company appointed in accordance with Article 47.

Powers of the Board

53. General powers

- (a) The Board has the power to manage the business of the Company and may exercise to the exclusion of the Company in general meeting all powers of the Company which are not, by the law or this Constitution, required to be exercised by the Company in general meeting.
- (b) A power of the Board can only be exercised by a resolution passed at a meeting of the Board in accordance with Article 58, a resolution passed by signing a document in accordance with Article 57, or in accordance with a delegation of the power

under Article 55 or 56. A reference in this Constitution to the Company exercising a power by a resolution of the Board includes an exercise of that power in accordance with a delegation of the power under Article 55 or 56.

54. Execution of documents

- (a) If the Company has a common seal, the Company may execute a document if that seal is fixed to the document and the fixing of that seal is witnessed by one Director and either another Director, a Secretary, or another person appointed by the Board for that purpose.
- (b) The Company may execute a document without a common seal if the document is signed by one Director and either another Director, a Secretary, or another person appointed by the Board for that purpose.
- (c) The Board may determine the manner in which and the persons by whom cheques, promissory notes, bankers' drafts, bills of exchange and other negotiable or transferable instruments in the name of or on behalf of the Company, and receipts for money paid to the Company, must be signed, drawn, accepted, endorsed or otherwise executed.

55. Committees and delegates

- (a) The Board may delegate any of its powers to a committee of the Board, a Director, an employee of the Company or any other person. A delegation of those powers may be made for any period and on any terms (including the power to further delegate) as the Board resolves. The Board may revoke or vary any power so delegated.
- (b) A committee or delegate must exercise the powers delegated in accordance with any directions of the Board.
- (c) Subject to the terms of appointment or reference of a committee, Article 58 applies with the necessary changes to meetings of a committee of the Board.

56. Attorney or agent

- (a) The Board may appoint any person to be attorney or agent of the Company for any purpose, for any period and on any terms (including as to remuneration) as the Board resolves. Subject to the terms of appointment of an attorney or agent of the Company, the Board may revoke or vary that appointment at any time, with or without cause.
- (b) The Board may delegate any of their powers (including the power to delegate) to an attorney or agent. The Board may revoke or vary any power delegated to an attorney or agent.

Proceedings of Directors

57. Written resolutions of Directors

- (a) The Board may pass a resolution without a Board meeting being held if notice in writing of the resolution is given to all Directors and a majority of the Directors entitled to vote on the resolution (not being less than the number required for a quorum at a meeting of Directors) sign a document containing a statement that they are in favour of the resolution set out in the document.

- (b) A resolution under Article 57(a) may consist of several documents in the same form each signed by one or more Directors and is effective when signed by the last of the Directors constituting the majority. A facsimile transmission or other document produced by electronic means under the name of a Director with the Director's authority is taken to be a document signed by the Director for the purposes of Article 57(a) and is taken to be signed when received by the Company in legible form.

58. Board Meetings

- (a) The Board must, at a minimum, meet three (3) times in each calendar year on dates and at a location determined by the Board.
- (b) Subject to Article 58(a), the Board may meet, adjourn and otherwise regulate their meetings as it thinks fit.
- (c) A Director may call a Board meeting at any time. On request of any Director, the Secretary must call a meeting of the Directors.
- (d) Notice of a Board meeting must be given to each Director (except a Director on leave of absence approved by the Board) and the Chief Executive Officer. Notice of a Board meeting may be given in person, or by post or by telephone, fax or other electronic means.
- (e) A Director may waive notice of a Board meeting by giving notice to that effect to the Company in person or by post or by telephone, fax or other electronic means.
- (f) A person who attends a Board meeting waives any objection that person
 - (i) may have to a failure to give notice of the meeting.
- (g) Anything done (including the passing of a resolution) at a Board meeting is not invalid because either or both a person does not receive notice of the meeting or the Company accidentally does not give notice of the meeting to a person.
- (h) For the purposes of the Corporations Act, each Director, by consenting to be a Director or by reason of the adoption of this Constitution, consents to the use of each of the following technologies for the holding of a Board meeting:
 - (i) telephone;
 - (ii) video;
 - (iii) any other technology which permits each Director to communicate with every other participating Director; or
 - (iv) any combination of these technologies.A Director may withdraw the consent given under this Article in accordance with the Corporations Act.
- (i) If a Board meeting is held in 2 or more places linked together by any technology:
 - (i) a Director present at one of the places is taken to be present at the meeting unless and until the Director states to the chairperson of the meeting that the Director is discontinuing her or her participation in the meeting; and

- (ii) the chairperson of that meeting may determine at which of those places the meeting will be taken to have been held.
- (j) Until otherwise determined by the Board, a quorum for a Board meeting is 6 Directors entitled to vote on a resolution that may be proposed at that meeting. A quorum for a Board meeting must be present at all times during the meeting. Each individual present may only be counted once towards a quorum.
- (k) The Chief Executive Officer:
 - (i) must, unless otherwise directed by the Board, attend all Board meetings, except those relating to his or her remuneration and / or discipline.
 - (ii) does not have any right to vote at Board meetings.
- (l) Anything done (including the passing of a resolution) at a Board meeting is not invalid because of non-attendance by the Chief Executive Officer.

59. Chairperson of the Board

- (a) Subject to Article 59(b) the President will be the chairperson of the Board and must chair each Board meeting.
- (b) If at a Board meeting:
 - (i) there is no President; or
 - (ii) the President is not present within 15 minutes after the time appointed for the holding of a Board meeting or is not willing to chair all or part of that meeting,

the Directors present must elect one of their number to, chair that meeting or part of the meeting.
- (c) A person does not cease to be a chairperson of the Board if that person retires as a Director at a Meeting of Members and is re-elected as a Director at that meeting (or any adjournment of that meeting).

60. Board resolutions

- (a) A resolution of the Board is passed if more votes are cast by Directors entitled to vote in favour of the resolution than against it.
- (b) Subject to Article 51 and this Article 60, each Director present in person has one vote on a matter arising at a Board meeting.
- (c) Subject to the Corporations Act, in case of an equality of votes on a resolution at a Board meeting, the chairperson of that meeting has a casting vote on that resolution in addition to any vote the chairperson has in his or her capacity as a Director in respect of that resolution, provided that the chairperson is entitled to vote on the resolution and more than two Directors are present and entitled to vote on the resolution.

61. Valid proceedings

- (a) An act at any Board meeting or a committee of the Board or an act of any person acting as a Director is not invalidated by:

- (i) a defect in the appointment or continuance in office of a person as a Director, a member of the committee or of the person so acting; or
 - (ii) a person so appointing being disqualified or not being entitled to vote, if that circumstance was not known by the Board, committee or person (as the case may be) when the act was done.
- (b) If the number of Directors is below the minimum required by this Constitution, the Board must not act except in emergencies, to call and arrange to hold a Meeting of Members.

CEO

62. Chief Executive Officer

- (a) The CEO is appointed by the Board on terms and conditions (including as to remuneration) as determined by the Board, and may be removed by the Board (subject to any contract of employment between the Company and the CEO).
- (b) The CEO's functions are, subject to directions by the Board, to:
 - (i) advise the Board in relation to the affairs and operations of the Company;
 - (ii) ensure that advice and information is available to the Board to enable informed decisions to be made;
 - (iii) cause decisions of the Board to be implemented;
 - (iv) manage the day to day operations of the Company;
 - (v) be responsible for the employment, management, supervision, direction and dismissal of other employees of the Company;
 - (vi) speaking on behalf of the Company if the Chairperson or the Board agrees;
 - (vii) ensure that records and documents of the Company are properly prepared and kept for the purposes of the *Corporations Act 2001*, the Constitution and any other written law; and
 - (viii) perform any other function or exercise any other power specified or delegated by the Board.
- (c) The CEO may (subject to any other direction of the Board) delegate to an employee of the Company a function or power delegated to the CEO under Article 62(b)(viii), but that power or function may not be further delegated.

Office Bearers

63. President

- (a) The Company's inaugural President is Dr Tamara Mackean who is also a Director.
- (b) The Company may only appoint a President, if there is a vacancy in the office of President. If there is a vacancy in the office of President, the Company must: if the vacancy arises because the President retires at an AGM under Article 49, then at

that AGM, and in all other cases, except where the Board has appointed a person to fill the vacancy under Article 48, at the next Meeting of Members; appoint a President. The person appointed to fill the vacancy will become the President.

- (c) Except where no person wishing to be President meets the criteria, the Company must only appoint a person as President if:
 - (i) That person has served at least 2 years on the Executive Committee, or if the Executive Committee has existed for a period of less than 2 years, the person has served on the Executive Committee since its inception; or
 - (ii) Subject to Article 63(ca), that person has served:
 - A. At least 2 years on the board of the former incorporated association 'Australian Indigenous Doctors' Association Inc'; or
 - B. At least 2 years in aggregate on the board of the former incorporated association 'Australian Indigenous Doctors' Association Inc' and the Executive Committee.
- (ca) The Board may resolve at any time that the criteria in Article 63(c)(ii) no longer applies, such that, except where no person wishing to be President meets the criteria, the Company must only appoint a person as President if that person meets the criteria in Article 63(c)(i).
- (d) The appointment of the President must be made in the same manner and must meet the same requirements, as for the appointment of any other Director, except that the President must specifically have been nominated for, and be appointed to, the office of President.
- (e) A person who is appointed President is automatically a Director and, subject to this Constitution, has the same tenure as any other Director. A person may however only serve as President for a consecutive period of two terms (with a term being the period of time from a Director's appointment until that Director's retirement under Article 49 or termination of office under Article 50), except where there is no other person wishing to be President that meets the eligibility requirements for the position.
- (f) If the President retires as a Director or otherwise ceases to be a Director, the person ceases to be the President. If the President ceases to be the President, they also cease to be a Director.
- (g) The Board may, subject to this Constitution, determine, or vary any determination of, the powers, functions, responsibilities, and subject to Article 6, the remuneration, of the President.
- (h) The Board may delegate any of its powers to the President for any period and on any terms (including the power to further delegate) as the Board resolves. The Board may revoke or vary any power delegated to the President.
- (i) The President must exercise the powers delegated to him or her in accordance with any directions of the Board.

64. Vice-President

- (a) The Company's inaugural Vice-President is the person appointed to hold that position at the last AGM of the Association, who is also a Director.

- (b) The Company may only appoint a Vice-President, if there is a vacancy in the office of Vice-President. If there is a vacancy in the office of Vice-President, the Company must: if the vacancy arises because the Vice-President retires at an AGM under Article 49, then at that AGM, and in all other cases, except where the Board has appointed a person to fill the vacancy under Article 48, at the next Meeting of Members; appoint a Vice-President. The person appointed to fill the vacancy will become the Vice-President.
- (c) Except where no person wishing to be Vice-President meets the criteria, the Company must only appoint a person as Vice-President if:
 - (i) that person has served at least 2 years on the Board, or if the Board has existed for a period of less than 2 years, the person has served on the Board since its inception; or
 - (ii) subject to Article 64(ca), that person has served:
 - A. At least 2 years on the board of the former incorporated association 'Australian Indigenous Doctors' Association Inc' ; or
 - B. At least 2 years in aggregate on the board of the former incorporated association 'Australian Indigenous Doctors' Association Inc' and the Board.
- (ca) The Board may resolve at any time that the criteria in Article 64(c)(ii) no longer applies, such that, except where no person wishing to be Vice-President meets the criteria, the Company must only appoint a person as Vice-President if that person meets the criteria in Article 64(c)(i).
- (d) The appointment of the Vice-President must be made in the same manner and must meet the same requirements, as for the appointment of any other Director, except that the Vice-President must specifically have been nominated for, and be appointed to, the office of Vice-President.
- (e) A person who is appointed Vice-President is automatically a Director and, subject to this Constitution, has the same tenure as any other Director.
- (f) If the Vice-President retires as a Director or otherwise ceases to be a Director, the person ceases to be the Vice-President. If the Vice-President ceases to be the Vice-President, they also cease to be a Director.
- (g) The Board may, subject to this Constitution, determine, or vary any determination of, the powers, functions, responsibilities, and subject to Article 6, the remuneration, of the Vice-President.
- (h) The Board may delegate any of its powers to the Vice-President for any period and on any terms (including the power to further delegate) as the Board resolves. The Board may revoke or vary any power delegated to the Vice President.
- (i) The Vice-President must exercise the powers delegated to him or her in accordance with any directions of the Board.

65. Secretary

- (a) The Company's inaugural Secretary is Dr Noel Hayman, who is also a Director.

- (b) The Board may appoint a Director as Secretary, for any period and on any terms (including, subject to Article 6, as to remuneration) as the Board resolves. Where the Secretary retires as a Director, or otherwise ceases to be a Director, the Board must appoint a new Secretary.
- (c) Except where no person wishing to be Secretary meets the criteria, the Company must only appoint a person as Secretary if:
 - (i) That person has served at least 2 years on the Board, or if the Board has existed for a period of less than 2 years, the person has served on the Board since its inception; or
 - (ii) Subject to Article 65(ca), that person has served:
 - A. At least 2 years on the board of the former incorporated association 'Australian Indigenous Doctors' Association Inc' ;
or
 - B. At least 2 years in aggregate on the board of the former incorporated association 'Australian Indigenous Doctors' Association Inc' and the Board.
- (ca) The Board may resolve at any time that the criteria in Article 65(c)(ii) no longer applies, such that, except where no person wishing to be Secretary meets the criteria, the Company must only appoint a person as Secretary if that person meets the criteria in Article 65(c)(i).
- (d) Subject to any agreement between the Company and the Secretary, the Board may vary or terminate the appointment of a Secretary at any time, with or without cause.

66. Treasurer

- (a) The Company's inaugural Treasurer is the person appointed to hold that position at the last AGM of the Association, who is also a Director.
- (b) The Company may only appoint a Treasurer, if there is a vacancy in the office of Treasurer. If there is a vacancy in the office of Treasurer, the Company must: if the vacancy arises because the Treasurer retires at an AGM under Article 49, then at that AGM, and in all other cases, except where the Board has appointed a person to fill the vacancy under Article 48, at the next Meeting of Members; appoint a Treasurer. The person appointed to fill the vacancy will become the Treasurer.
- (c) Except where no person wishing to be Treasurer meets the criteria, the Company must only appoint a person as Treasurer if:
 - (i) That person has served at least 2 years on the Board, or if the Board has existed for a period of less than 2 years, the person has served on the Board since its inception; or
 - (ii) Subject to Article 66(ca), that person has served:
 - A. at least 2 years on the board of the former incorporated association 'Australian Indigenous Doctors' Association Inc' ;
or
 - B. at least 2 years in aggregate on the board of the former incorporated association 'Australian Indigenous Doctors' Association Inc' and the Board.

- (ca) The Board may resolve at any time that the criteria in Article 66(c)(ii) no longer applies, such that, except where no person wishing to be Treasurer meets the criteria, the Company must only appoint a person as Treasurer if that person meets the criteria in Article 66(c)(i).
- (d) The appointment of the Treasurer must be made in the same manner and must meet the same requirements, as for the appointment of any other Director, except that the Treasurer must specifically have been nominated for, and be appointed to, the office of Treasurer.
- (e) A person who is appointed Treasurer is automatically a Director and, subject to this Constitution, has the same tenure as any other Director.
- (f) If the Treasurer retires as a Director or otherwise ceases to be a Director, the person ceases to be the Treasurer. If the Treasurer ceases to be the Treasurer, they also cease to be a Director.
- (g) The Board may, subject to this Constitution, determine, or vary any determination of, the powers, functions, responsibilities, and subject to Article 6, the remuneration, of the Treasurer.
- (h) The Board may delegate any of its powers to the Treasurer for any period and on any terms (including the power to further delegate) as the Board resolves. The Board may revoke or vary any power delegated to the Treasurer.
- (i) The Treasurer must exercise the powers delegated to him or her in accordance with any directions of the Board.

Director (Student)

67. Director (Student)

- (a) The Board's inaugural Director (Student) is the person appointed to hold that position at the last AGM of the Association, who is also a Director.
- (b) The Company may only appoint a Director (Student), if there is a vacancy in the office of Director (Student). If there is a vacancy in the office of Director (Student), the Company must: if the vacancy arises because the Director (Student) retires at an AGM under Article 49, then at that AGM, and in all other cases, except where the Board has appointed a person to fill the vacancy under Article 48, at the next Meeting of Members; appoint a Director (Student). The person appointed to fill the vacancy will become the Director (Student).
- (c) Except where no person wishing to be the Director (Student) meets the criteria, the Company must only appoint a person as Director (Student) if that person has acted as a University Representative for at least one year. For the purposes of this Article 67(c) a "University Representative" is a person elected or agreed to by the Indigenous Medical Student Members from a particular University, as representing those Members in dealings with the Company.
- (d) The appointment of the Director (Student) must be made in the same manner and must meet the same requirements, as for the appointment of any other Director, except that the Director (Student) must specifically have been nominated for, and be appointed to, the office of Director (Student).
- (e) A person who is appointed Director (Student) is automatically a Director and, subject to this Constitution (and particularly Article 49(b) which provides that the

Director (Student) must retire at each AGM), has the same tenure as any other Director.

- (f) If the Director (Student) retires as a Director or otherwise ceases to be a Director, the person ceases to be the Director (Student). If the Director (Student) ceases to be the Director (Student), they also cease to be a Director.
- (g) The Board may, subject to this Constitution, determine, or vary any determination of, the powers, functions, responsibilities of the Director (Student).
- (h) The Board may delegate any of its powers to the Director (Student) for any period and on any terms (including the power to further delegate) as the Board resolves. The Board may revoke or vary any power delegated to the Director (Student).
- (i) The Director (Student) must exercise the powers delegated to him or her in accordance with any directions of the Board.

Indemnity and Insurance

68. Indemnity and insurance

- (a) To the extent permitted by law, the Company may indemnify each Relevant Officer against a Liability of that person and the Legal Costs of that person.
- (b) The indemnity under Article 68(a):
 - (i) is enforceable without the Relevant Officer having first to incur any expense or make any payment;
 - (ii) is a continuing obligation and is enforceable by the Relevant Officer even though the Relevant Officer may have ceased to be an officer of the Company; and
 - (iii) applies to Liabilities and Legal Costs incurred both before and after this Article became effective.
- (c) To the extent permitted by law, the Company may make a payment (whether by way of advance, loan or otherwise) to a Relevant Officer in respect of Legal Costs of that person.
- (d) To the extent permitted by law, the Company may:
 - (i) enter into, or agree to enter into; or
 - (ii) pay, or agree to pay, a premium for,a contract insuring a Relevant Officer against a Liability of that person and the Legal Costs of that person.
- (e) To the extent permitted by law, the Company may enter into an agreement or deed with a Relevant Officer or a person who is, or has been, an officer of the Company or a subsidiary of the Company, under which the Company must do all or any of the following:
 - (i) keep books of the Company and allow either or both that person and that person's advisers access to those books on the terms agreed;

- (ii) indemnify that person against any Liability and Legal Costs of that person;
- (iii) make a payment (whether by way of advance, loan or otherwise) to that person in respect of Legal Costs of that person; and
- (iv) keep that person insured in respect of any act or omission by that person while a Relevant Officer or an officer of the Company or a subsidiary of the Company, on the terms agreed (including as to payment of all or part of the premium for the contract of insurance).

Executive Committee

69. Composition of Executive Committee

- (a) The Executive Committee is comprised of the:
 - (i) President;
 - (ii) Vice President;
 - (iii) Treasurer; and
 - (iv) Secretary.
- (b) The Executive Committee is a committee of the Board for the purposes of Article 55.

70. Powers of Executive Committee

The Executive Committee:

- (a) may consider and approve applications for membership in accordance with Article 15; and
- (b) must otherwise act as directed by the Board in accordance with Article 55.

71. Executive Committee meetings

- (a) The Executive Committee must meet, at a minimum, six times per year at a location determined by the Executive Committee.
- (b) Subject to Article 71(a), the Executive Committee may meet, adjourn and otherwise regulate their meetings as it thinks fit.
- (c) A member of the Executive Committee may call an Executive Committee meeting at any time by giving notice to the other Executive Committee members.
- (d) A person who attends an Executive Committee meeting waives any objection that the person may have to a failure to give notice of the meeting.
- (e) Anything done at an Executive Committee meeting is not invalid because either or both a person does not receive notice of the meeting, or the Company inadvertently does not give notice of the meeting to a person.
- (f) Until otherwise determined by the Board, a quorum for an Executive Committee meeting is 3 Directors. A quorum for an Executive Meeting must be present at all

times during the meeting. Each Executive Committee member present may only be counted once towards a quorum.

- (g) The CEO may attend Executive Committee meetings. Non-attendance of an Executive Committee meeting by the CEO does not affect the validity of the meeting.

Notices

72. Notices to Members

- (a) The Company may give Notice to a Member by any of the following means in the Board's discretion:
 - (i) delivering it to that Member or person;
 - (ii) leaving it at, or sending it by post to, the address of the Member in the Register or the alternative address (if any) nominated by that Member or person for that purpose;
 - (iii) sending it to the fax number or electronic address (if any) nominated by that Member or person for that purpose;
 - (iv) if permitted by the Corporations Act, notifying that Member of the notice's availability by an electronic means nominated by the Member for that purpose; or
 - (v) any other means permitted by the Corporations Act.
- (b) Where a Member does not have an address in the Register or where the Board believes that a Member is not at the address in the Register, the Company may give Notice to that Member by exhibiting the Notice at the registered office of the Company for a period of 48 hours, unless and until the Member gives the Company written notice of an address for the giving of Notices.
- (c) The Company must send all documents to a Member whose address for Notices is not within Australia by air-mail, air courier, fax or electronic transmission.
- (d) Any Notice required or allowed to be given by the Company to one or more Members by advertisement is, unless otherwise stipulated, sufficiently advertised if advertised once in a daily newspaper circulating in the states and territories of Australia.

73. Notice to Directors

The Company may give Notice to a Director by:

- (a) delivering it to that person;
- (b) sending it by post to the usual residential address of that person or the alternative address (if any) nominated by that person for that purpose;
- (c) sending it to the fax number or electronic address (if any) nominated by that person for that purpose; or
- (d) any other means agreed between the Company and that person.

74. Notice to the Company

A person may give Notice to the Company by:

- (a) leaving it at, or by sending by post to, the registered office of the Company;
- (b) leaving it at, or by sending it by post to, a place nominated by the Company for that purpose;
- (c) sending it to the fax number at the registered office of the Company nominated by the Company for that purpose;
- (d) sending it to the electronic address (if any) nominated by the Company for that purpose; or
- (e) any other means permitted by the Corporations Act.

75. Time of service

- (a) A Notice sent by post or air-mail is taken to be given on the day after the date it is posted.
- (b) A Notice sent by fax or other electronic transmission is taken to be given when the transmission is sent provided that in the case of notice to the Company or a Director, the sender meets any action required by the recipient to verify the receipt of the document by the recipient.
- (c) A Notice given in accordance with Article 72(a)(iv) is taken to be given on the day after the date on which the Member is notified that the Notice is available.
- (d) A Notice given in accordance with Article 72(b) is taken to be given at the commencement of the 48 hour period referred to in that Article.
- (e) A certificate by a Director or Secretary to the effect that a Notice by the Company has been given in accordance with this Constitution is conclusive evidence of that fact.

76. Notice requirements

The Board may specify, generally or in a particular case, requirements in relation to Notices given by any electronic means, including requirements as to:

- (a) the classes of, and circumstances in which, Notices may be sent;
- (b) verification (whether by encryption code or otherwise); and
- (c) the circumstances in which, and the time when, the Notice is taken to be given.

Winding up

77. Winding up

On a winding up of the Company, any surplus assets of the Company remaining after the payment of its debts must not be paid to or distributed among the Members, but must be given or transferred to:

- (a) one or more bodies corporate, associations or institutions selected by the Members by resolution at or before the dissolution of the Company:
 - (i) having object similar to the objects of the Company; and
 - (ii) whose constitution prohibits the distribution of its or their income or property to no lesser extent than that imposed on the Company under Article 6; and
 - (iii) to which income tax deductible gifts can be made; or
- (b) if there are no bodies corporate, associations or institutions which meet the requirements of Article 77(a), to one or more bodies corporate, associations or institutions selected by the Members by resolution at or before dissolution of the Company, the objects of which are the promotion of charity and to which gifts allowable deductions under the Income Tax Assessment Act 1997 (Cth); or
- (c) if the Members do not make a selection pursuant to Article 77(a) or 77(b) for any reason, to one or more bodies corporate, associations or institutions meeting the requirements of either Article 77(a) or 77(b) selected by the Board, subject to Board obtaining court approval under the Corporations Act to exercise this power.