The Rule book

Kambu Aboriginal and Torres StraitIslander Corporation for Health

ICN 7942

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PRELIMINARY

1. Definitions

1.1 The words and phrases used in this Constitution have the meanings set out at Schedule 1.

1.2 Except where the context otherwise requires, an expression in a clause of this Constitution has the same meaning as in the CATSI Act. Where the expression has more than one meaning in the CATSI Act and a provision of the CATS! Act deals with the same matter as a clause of this Constitution, that expression has the same meaning as in that provision.

2. Interpretation

In this Constitution, except where the context otherwise requires:

(a) the singular includes the plural and vice versa, and a gender includes other genders;

(b) another grammatical form of a defined word or expression has a corresponding meaning;

(c) a reference to a clause, paragraph, schedule or annexure is to a clause or paragraph of, or schedule or annexure to, this Constitution, and a reference to this Constitution includes any schedule or annexure;

(d) a reference to a document or instrument includes the document or instrument as novated, altered, supplemented or replaced from time to time;

(e) a reference to A$, $A, dollar or $ is to Australian currency; and

(f) the meaning of general words is not limited by specific examples introduced by including, for example or similar expressions.

3. Replaceable rules

To the extent permitted by law, the replaceable rules in the CATSI Act do not apply to the Corporation.

OBJECTS

4. Objects

The Corporation was established to be a not-for-profit charitable communitycontrolled organisation whose objects are to:

(a) a) to provide equitable and accessible health, community, social, and educational,

(b) services and programs to the Aboriginal and Torres Strait Islander people and

(c) community of Ipswich and West Moreton, Lockyer Valley, Sommerset and

(d) Scenic Rim to improve individual and community health and wellbeing

(e) outcomes.

(f) b) bring matters affecting the health and welfare of Aboriginal and Torres Strait

(g) Islander people to the attention of the appropriate authorities.

(h) c) promote cultural authority for all Aboriginal and Torres Strait Islander peoples in

(i) the Ipswich and West Moreton, Lockyer Valley, Sommerset and Scenic Rim.

(j) d) Identify and support opportunities for employment and small business pathways

(k) for Aboriginal and Torres Strait Islander people in our community, in particular in

(l) services or industries directly related to our core objects as outlined above.

(m) e) do all things necessary or incidental to achieving the above objectives.MEMBERSHIP

MEMBERSHIP

5. Admission

5.1 The number of Members of the Corporation is unlimited.

5.2 The Members of the Corporation are:

a) the persons who consented to become Members in the application for

registration of the Corporation; and

b) any other person eligible under clauses 5.3 and 5.4 who the Board admits to membership in accordance with this Constitution,

c) but does not include any such persons who have subsequently ceased to be a Member under clause 10.

5.3 Any person is eligible to become an Ordinary Member if the person:

a) is aged eighteen (18) years or over; and

b) is an Aboriginal and/or Torres Strait Islander person; and

c) is ordinarily resident in the geographic service area for a minimum of twelve (12) continuous months; and

d) signs a written commitment that the person will abide by this Constitution and the Member's Charter; and

e) is not an employee or contractor to the Corporation.

5.4 Subject to clause 5.6, any person is eligible to become an Associate Member if the person:

a) is aged eighteen (18) years or over;

b) has an interest in the Corporation and its objects;

c) has lived in the geographic service area for a minimum of twelve (12)

continuous months.

5.5 If an Ordinary Member becomes an employee or contractor of the Company, that person will become an Associate Member for the duration of that person's employment or provision of services to the Corporation.

5.6 The Corporation must have at least the number of Aboriginal and/or Torres Strait Islander Members required to meet the Indigeneity requirement at all times.

5.7 Applications for membership must be on an approved form, signed by the applicant. The proposer and the seconder must be existing ordinary members who are entitled to vote.

5.8 The proposer and seconder of an applicant must be Ordinary Members who are entitled to vote.

5.9 The proposer and seconder cannot be a serving Board member.

5.10 The Board will consider each application for membership at the first Board meeting after the application is received. In considering an application for membership, the Board may:

a) accept or reject the application; or

b) ask the applicant to give more evidence of eligibility for membership.

5.11 If the Board asks for more evidence under clause 5.9(b), its determination of the application for membership is deferred until the evidence is given. If the evidence is not submitted within sixty (60) days of the date of the notice issued under clause, the application for membership is deemed to have been withdrawn.

5.12 As soon as practicable following the deferral, acceptance, or rejection of an application for membership, the Secretary will send the applicant written notice of the deferral, acceptance or rejection (as applicable). Where the application has been deferred the notice will include details of the additional evidence requested by the Board. Where the application has been rejected the notice must include the reasons for the Board's decision to reject the application and details of how to appeal the decision.

5.13 Any person denied membership by the Board may require its application for membership to be submitted for consideration by the Members by providing notice to the Secretary within thirty (30) days of the date the notice was sent under clause 5.11 (Notice of Appeal).

5.14 At the next general meeting of the Corporation held after the Notice of Appeal was received by the Secretary, or if the next general meeting is held within thirty (30) days of the receipt of the Notice of Appeal, at the following general meeting:

a) the applicant will be given an opportunity at the general meeting to present the person's case fully, either in person or through a Member nominated for the purpose, and a representative of the Board may present the Board's case in response; and

b) the Members at the general meeting will vote to confirm or reject the decision of the Board on the application for membership and the decision of the Members at that general meeting is final.

6. Membership Fee

6.1 On admission as a Member, the Member must pay the Corporation the Membership Fee.

6.2 The Members will determine the Membership Fee for each membershipclass by resolution passed in a general meeting.

7. Register of Members

7.1 An applicant is admitted to membership when their application is accepted under clause 5 and the applicable Membership Fee is paid in full.

7.2 Upon admission as a Member, the person or organisation will be entered into the Register.

7.3 The Secretary must maintain the Register which must include:

(a) the name and address of each Member;

(b) the type of membership of each Member;

(c) the date on which the Member was admitted as a member of the Corporation;

(d) whether or not the Member is an Aboriginal or Torres Strait Islander;

(e) the date (where applicable) when each Member resigns or ceases to be a Member; and

(f) where a Member is readmitted after previously resigning or having their membership terminated, this will be recorded in conjunction with the dates of their original admission, termination or resignation and

7.4 If a Member changes its address, it must notify the Secretary in writing of its new address as soon as reasonably practicable.

8. Rights of Members

8.1 Ordinary Members are entitled to receive notices of, attend, speak and vote at general meetings of the Corporation.

8.2 Associate Members are entitled to receive notices of, attend, and speak at general meetings of the Corporation, but are not entitled to vote.

8.3 No Member may use the name of the Corporation in support of any political campaign or candidate for public office, or to issue any announcements in relation to the Corporation, other than with written consent of the Board.

8.4 The rights and privileges of every Member are personal to each Member and are not transferable by the Member's own act or by operation of law.

9. Expulsion of a Member

9.1 The Board may move a special resolution at a general meeting to expel the Member and cancel the Member's membership, if the Member:

(a) has ceased to take part in the activities of the Corporation;

(b) does not comply with this Constitution or the provisions of the Member's Charter;

(c) has committed any act or omission that will, in the opinion of the Board be injurious to the reputation or interests or activities of the Corporation;

(d) has been convicted of an indictable offence;

(e) ceases to comply with the requirements of the CATSI Act;

(f) ceases to comply with the Member eligibility requirements contained in clauses 5.3 and 5.4;

(g) in the reasonable opinion of the Board, is disrespectful to other Members and/or Directors;

(h) violates any of the Corporation's policies and procedures that apply to the Member;

(i) causes harm or threatens to cause harm to a Director, another Member or employee of the Corporation;

(j) makes false representations to the Corporation;

(k) steals from the Corporation;

(l) destroys property belonging to the Corporation; or

(m) makes any unauthorised comment to the media in relation to the Corporation or its activities.

9.2 The Secretary must give prompt written notice of the decision to move a special resolution to expel the Member.

9.3 At the general meeting of the Corporation which the motion to expel the Member will be decided:

(a) the Member in question will be given an opportunity at the general meeting to present the Member's case fully, either in person or another Member nominated for the purpose and a representative of the Board may present the Board's case in response; and

(b) the Members at the general meeting will vote by special resolution on the motion to expel the Member,

and the decision of the Members at that general meeting is final and the Board must send the Member a copy of the resolution as soon as practicable after the resolution has been passed to the Member's address contained in the Register.

9.4 The Members can, by special resolution in a general meeting, expel a Member if:

(a) the Member has identified himself or herself as an Aboriginal or Torres Strait Islander person in the Register and the Members are satisfied that the Member is not an Aboriginal or Torres Strait Islander;

(b) the Members are satisfied that the Member has significantly interfered with the operation of the Corporation, the Board meetings, the general meetings or any other meetings held in relation to the Corporation; or

(c) the Board has proposed a resolution to expel the Member in accordance with clause 9.

9.5 The Board must send the Member a copy of the resolution as soon as practicable after the resolution has been passed to the Member's address contained in the Register.

A Member expelled under this clause 9 will cease being a Member immediately after the special resolution is passed.

10. Ceasing to be a Member

10.1 A Member's membership of the Corporation will cease if the Member:

(a) gives the Secretary written notice of resignation, on the date the Member's details are updated to record the resignation, which must be within 14 days of the notice;

(b) dies, on the date of death;

(c) becomes mentally incapacitated or whose person or estate is liable to be dealt with in any way under the laws relating to mental health, on the date of mental incapacitation; or

(d) is not an individual, and:

(i) a liquidator is appointed in connection with the winding up of the Member;

(ii) the Member is deregistered; or

(iii) an order is made by a court for the winding up or deregistration of the Member.

10.2 The Directors, by special resolution in a Board meeting, may cancel a Membership if:

(a) the Corporation has:

(i) been unable to contact the Member at their address contained in the Register for two continuous years prior to the general meeting; and

(ii) made at least two attempts to contact the Member during that two year period without success;

10.3 Before cancelling the membership under clause 10.1(d) and 10.2, the Board must give the Member written notice that:

(a) the Board intends to cancel the membership for the reasons specified in the notice;

(b) the Member has 14 days to object to the cancellation of the membership; and

(c) the objection must be:

(i) in writing; and

(ii) given to the Corporation within 14 days from the day the notice is given.

10.4 Any Member ceasing to be a Member:

(a) will not be entitled to have any claim upon any portion of the property or assets of the Corporation;

(b) will remain liable for and will pay to the Corporation all Annual Membership Fees and other moneys which were due at the date of ceasing to be a Member; and

(c) is not permitted to:

(i) use the Corporation's premises;

(ii) use any of the Corporation's property; or

(iii) participate in any of the activities of the Corporation other than as a legitimate client of the Corporation.

11. Powers of attorney

11.1 If a Member executes or proposes to execute any document or do any act by or through an attorney which affects the Corporation or the Member's membership in the Corporation, that Member must deliver the instrument appointing the attorney to the Secretary for notation.

11.2 If the Secretary asks the Member to file with it a certified copy of the instrument for the Corporation to retain, the Member will promptly comply with that request.

11.3 The Secretary or the Board may ask for whatever evidence it thinks appropriate that the power of attorney is effective and continues to be in force.

12. Representatives

12.1 Any corporation or organisation which is a Member may by written notice to the Secretary:

(a) appoint a natural person to act as its Representative in all matters connected with the Corporation as permitted by the CATSI Act; and

(b) remove a Representative.

12.2 A Representative is entitled to:

(a) exercise at a general meeting all the powers that the corporation or

organisation that appointed him or her could exercise if it were a natural person; and

(b) be counted towards a quorum on the basis that the Member corporation or organisation is to be considered personally present at a general meeting by its Representative.

12.3 The chairperson of a general meeting may allow a Representative to vote on the condition that he or she subsequently establishes his or her status as a Representative within a period prescribed by and to the satisfaction of the chairperson of the general meeting.

12.4 The appointment of a Representative may set out restrictions on the Representative's powers.

GENERAL MEETINGS

13. Calling general meeting

13.1 Any two Directors may, at any time, call a general meeting.

13.2 A Member may only request the Board to call a general meeting in accordance with section 201-5 of the CATSI Act.

14. Notice of general meeting

14.1 Subject to the provisions of the CATSI Act allowing general meetings to be held with shorter notice, at least 21 days written notice (exclusive of the day on which the notice is served or deemed to be served and of the day for which notice is given) of a general meeting must be given to Members.

14.2 A notice calling a general meeting:

(a) must specify the place, date and time of the meeting and if the meeting is to be held in two or more places, the technology that will be used to facilitate this;

(b) must state the general nature of the business to be transacted at the meeting; and

(c) may specify a place, facsimile number and electronic address for the purposes of proxy appointment.

14.3 A notice of an annual general meeting need not state that the business to be transacted at the meeting includes:

(a) the consideration of the annual financial report, Board report and the Auditor's report;

(b) the election of directors; or

(c) the appointment and fixing of the remuneration of the Auditor.

14.4 The Board may postpone or cancel any general meeting whenever they think fit (other than a meeting called as the result of a request under clause 13.2).

14.5 The Board must give notice of the postponement or cancellation of a general meeting to all persons referred to in clause 57.1 who are entitled to receive notices from the Corporation.

14.6 The failure or accidental omission to send a notice of a general meeting (including a proxy appointment form) to any Member or the non-receipt of a notice (or form) by any Member does not invalidate the proceedings at or anyresolution passed at the general meeting.

14.7 A general meeting may be held at 2 or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate.

14.8 Notice of a general meeting may be given by electronic means, including by publishing the notice online and sending a link to Members and other persons entitled to attend the meeting.

14.9 If at least 21 days' notice has been given of a general meeting, the Corporation may issue supplementary instructions for participating in the meeting at least two days before the meeting is held.

14.10 If a show of hands is not possible at a general meeting, a resolution put to the vote may be decided by any other method of voting as determined by the chairperson that allows the Members to clearly indicate whether they are for or against the resolution.

PROCEEDINGS AT GENERAL MEETINGS

15. Member

15.1 In clauses 15.2, 16, 18 and 23, **Member** includes a Member present in person or by proxy, attorney or Representative.

15.2 **Quorum**

(a) No business may be transacted at a general meeting unless a quorum of Members is present when the meeting proceeds to business.

(b) A quorum for a meeting of Members is at least 10% of Members.

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

(i) if the general meeting was called on the requisition of Members, it is automatically dissolved; or

(ii) in any other case:

A. it will stand adjourned to the same time and place seven days after the meeting, or to another day, time and place determined by the Board; and

B. if at the adjourned general meeting a quorum is not present within 30 minutes after the time appointed for the general meeting, the general meeting is automatically dissolved.

16. Chairperson

16.1 The chairperson, or in the chairperson's absence the deputy chairperson, of Board meetings will be the chairperson at every general meeting.

16.2 The Board may elect a chairperson of a general meeting if:

(a) there is no chairperson or deputy chairperson;

(b) neither the chairperson nor deputy chairperson is present within 15 minutes after the time appointed for holding the general meeting; or

(c) the chairperson and deputy chairperson are unwilling to act as chairperson of the general meeting.

16.3 If no election is made under clause 16.2, then:

(a) the Members may elect one of the Elected Directors present as chairperson of the general meeting; or

(b) if no Elected Director is present or is willing to take the chair, the Members may elect one of the Members present as chairperson of the general meeting.

16.4 If there is a dispute at a general meeting about a question of procedure, the chairperson may determine the question.

17. Adjournment

17.1 The chairperson of a general meeting at which a quorum is present:

(a) in his or her discretion may adjourn the general meeting with the meeting's consent; and

(b) must adjourn the general meeting if the meeting directs him or her to do so.

17.2 An adjourned general meeting may take place at a different venue to the initial general meeting.

17.3 The only business that can be transacted at an adjourned general meeting is the unfinished business of the initial general meeting.

17.4 Notice of an adjourned general meeting must only be given in accordance with clause 14.1 if a general meeting has been adjourned for more than 21 days.

18. Decision on questions

18.1 Subject to the CATSI Act in relation to special resolutions, a resolution is carried if a majority of the votes cast on the resolution by Members present in person or by proxy, attorney or Representative, are in favour of the resolution.

18.2 A resolution put to the vote of a meeting is decided on a show of hands unless a poll is demanded in accordance with the CATSI Act.

18.3 Unless a poll is demanded:

(a) a declaration by the chairperson that a resolution has been carried, carried by a specified majority, or lost; and

(b) an entry to that effect in the minutes of the meeting,

are conclusive evidence of the fact without proof of the number or proportion of the votes in favour of or against the resolution.

18.4 The demand for a poll may be withdrawn.

18.5 A decision of a general meeting may not be impeached or invalidated on the ground that a person voting at the general meeting was not entitled to do so.

19. Taking a poll

19.1 A poll will be taken when and in the manner that the chairperson directs.

19.2 The result of the poll will be the resolution of the meeting at which the poll was demanded.

19.3 The chairperson may determine any dispute about the admission or rejection of a vote.

19.4 The chairperson's determination, if made in good faith, will be final and conclusive.

19.5 A poll demanded on the election of the chairperson or the adjournment of a general meeting must be taken immediately.

19.6 After a poll has been demanded at a general meeting, the general meeting may continue for the transaction of business other than the question on which the poll was demanded.

20. Holding a secret ballot

20.1 A secret ballot will be taken when and in the manner that the chairperson directs.

20.2 A secret ballot will be taken when five Members present and entitled to vote at the general meeting demand a secret ballot.

20.3 The result of the secret ballot will be the resolution of the meeting at which the secret ballot was demanded.

20.4 The chairperson may determine any dispute about the admission or rejection of a vote.

20.5 The chairperson's determination, if made in good faith, will be final and conclusive.

20.6 Subject to clause 20.2, a secret ballot demanded on the election of the chairperson or the adjournment of a meeting must be taken immediately.

20.7 After a secret ballot has been demanded at a meeting, the meeting may continue for the transaction of business other than the question on which the secret ballot was demanded.

21. Casting vote of chairperson

The chairperson has a casting vote in addition to the chairperson's votes as a Member, proxy, attorney or Representative.

22. Offensive material

A person may be refused admission to, or required to leave and not return to, a meeting if the person:

(a) refuses to permit examination of any article in the person's possession; or

(b) is in possession of any:

(i) electronic or recording device;

(ii) placard or banner; or

(iii) other article,

which the chairperson considers to be dangerous, offensive or liable to cause disruption.

VOTES OF MEMBERS

23. Entitlement to vote

23.1 An Ordinary Member entitled to vote has one vote.

23.2 An Associate Member is not entitled to vote.

24. Objections

24.1 An objection to the qualification of a voter may only be raised at the general meeting or adjourned general meeting at which the voter tendered its vote.

24.2 An objection must be referred to the chairperson of the general meeting, whose decision is final.

24.3 A vote is valid for all purposes unless it is disqualified by the chairperson under clause 24.2.

25. Votes by proxy

25.1 If a Member appoints a proxy, proxies or an attorney, the proxy, proxies or attorney may not vote on a show of hands.

25.2 A proxy must be a Member.

25.3 A proxy may demand or join in demanding a poll or secret ballot.

25.4 A proxy or attorney may vote on a poll or secret ballot.

25.5 A proxy may only vote or abstain where the appointment of the proxy directs the way the proxy is to vote on a particular resolution. If a proxy votes at all, the proxy will be deemed to have voted the proxy in the manner directed.

26. Appointing proxy

A person must not exercise proxies for more than one Member.

27. Document appointing proxy

27.1 An appointment of a proxy is valid if it is signed by the Member making the appointment and contains the information required by section 201-100 of the CATSI Act. The Board may in its discretion determine that an appointment of proxy is valid even if it only contains some of the information required by section 201-100 of the CATSI Act.

27.2 For the purposes of clause 27.1, an appointment received at an electronic address will be taken to be signed by the Member if:

(a) a personal identification code allocated by the Corporation to the Member is referenced in the appointment; or

(b) the appointment has been verified in another manner approved by the Board.

27.3 A proxy's appointment is valid at an adjourned general meeting.

27.4 Subject to clause 44, unless otherwise provided for in the proxy's appointment or in any instrument appointing an attorney, the appointment of the proxy or the attorney will be taken to confer authority:

(a) to vote on:

(i) any amendment moved to the proposed resolutions and on any motion that the proposed resolution not be put or any similar motion; and

(ii) any procedural motion, including any motion to elect the chairperson, to vacate the chair or to adjourn the general meeting,

even though the appointment may specify the way the proxy or attorney is to vote on a particular resolution; and

(b) to vote on all motions before the general meeting.

27.5 If a proxy appointment is signed by the Member but does not name the proxy or proxies in whose favour it is given, the chairperson may either exercise the proxy or complete the appointment by inserting the name or names of one or more Directors or the Secretary.

28. Lodgement of proxy

28.1 The written appointment of a proxy or attorney must be received by the Corporation, at least 48 hours (unless otherwise specified in the notice of meeting to which the proxy relates) before:

(a) the time for holding the general meeting or adjourned general meeting at which the proxy or attorney proposes to vote; or

(b) the taking of a poll at which the proxy or attorney proposes to vote.

28.2 If the appointment purports to be executed under a power of attorney or other authority, the original document or a certified copy of it must be forwarded with the appointment.

28.3 The Corporation receives an appointment of a proxy or a power of attorney when it is received at:

(a) the Corporation's registered office;

(b) a facsimile number at the Corporation's registered office; or

(c) a place, facsimile number or electronic address specified for that purpose in the notice of meeting.

29. Validity

A vote cast in accordance with an appointment of proxy or power of attorney is valid even if before the vote was cast the appointor:

(a) died;

(b) became mentally incapacitated; or

(c) revoked the proxy or power,

unless any written notification of the death, mental incapacitation or revocation was received by the Corporation before the relevant general meeting or adjourned general meeting.

APPOINTMENT AND REMOVAL OF DIRECTORS

30. Number of Directors

31.1 There will not be less than four (4) nor more than seven Directors unless the Members in a general meeting resolve to increase the number of Directors subject to clause 30.2.

31.2 Any resolution to change the maximum number of Directors in clause 30.1 must not increase the maximum number of Directors to more than the maximum number of Directors stipulated in the CATSI Act.

31.3 The Directors will consist of not more than:

a) those Directors elected by Members pursuant to clause 31.1 (Elected Directors); and

b) up to two independent skills-based Directors appointed by the Board pursuant to clause 31.2 (Skills-based Directors).

c) Skills-based directors are not required to live in the geographic service area.

31.4 All elected directors must reside in the geographic service area.

31.5 Where there are not a sufficient number of Directors to comply with clause 30.1, the Board may appoint a Director under clause 33 with ties to the geographic service Area to represent the geographic service area until the next annual general meeting of the Corporation.

31. Appointment and removal of Directors

31.6 The Corporation may by resolution passed in general meeting:

(a) appoint new Elected Directors in accordance with clause 35;

(b) remove any Director before the end of the Director's period of office; and

(c) appoint another person in place of an Elected Director who has been removed from office.

31.2 The Skills-based Directors will be appointed and removed by a 75% majority vote of the Elected Directors.

31.3 The term of an Elected Director's appointment will expire at the earlier of:

(a) The conclusion of the second annual general meeting after the Elected Director's appointment;

(b) The date that is two years after the date of the Elected Director's appointment.

31.4 The term of a Skills-based Director's appointment is one year.

31.5 If the conduct or position of any Director is such that continuance in office appears to the majority of the Board to be prejudicial to the interests of the Corporation, a majority of Directors at a Board meeting specifically called for that purpose may suspend that Director.

31.6 Within 30 days of the suspension, the Board must call a general meeting, at which the Members may either confirm the suspension and remove the Director from office in accordance with clause 31.1(b) or annul the suspension and reinstate the Director.

31.7 If the general meeting under clause 31.6 does not vote in favour of either confirming or annulling the suspension of the Director, the suspension will be annulled.

32. Skills-based Directors

32.1 When Elected Directors are considering the appointment of Skills-based Directors under clause 31.2, the Elected Directors will appoint Skills-based Directors with one or more of the following skills:

(a) clinical service delivery experience;

(b) finance/accounting;

(c) legal/corporate governance; and

(d) management.

32.2 Skills-based Directors do not need to be:

(a) a Member; or

(b) an Aboriginal or Torres Strait Islander person, but, in order to be elected Skills-based Directors must:

(c) be independent of the Corporation, the Elected Directors and the Members;

(d) not, or not have been for three years prior to the date of nomination, an employee or contractor to the Corporation;

(e) not be a Close Family Relative of a person in the Senior Management Team;

(f) not be a Close Family Relative of a Director;

(g) comply with the Police Check Requirements;

(h) be independent of any organisation that provides funding or sponsorship to the Corporation; and

(i) have completed a Directors' Qualification Course within one year of being appointed to the Board, unless the Director has previously completed a course that the Board is satisfied meets this requirement.

33. Additional and casual Directors

33.1 If, at any time, the Corporation has less than the maximum number of Directors for the Corporation as determined in accordance with clause 30, the Board may appoint an Ordinary Member as a Director to fill the vacancy.

33.2 A Director, other than a Skills-based Director, appointed under clause 33.1 will hold office until the next annual general meeting of the Corporation when the Director may be re-elected.

34. Nomination of Elected Directors

34.1 A person, other than a retiring Elected Director, is not eligible for election as an Elected Director at a general meeting unless the person, or a Member who intends to propose the person, has left at the Corporation's registered office a written notice signed by the person:

(a) giving the person's consent to the nomination; and

(b) stating:

(i) either that the person is a candidate for the office of Elected Director or that the Member intends to propose the person for election; and

(ii) the skills and attributes that the person has that make that person a suitable candidate for the office of Elected Director. 34.2 A notice given in accordance with clause 34.1 must be left at the Corporation's registered office at least 14 days before the relevant general meeting.

34.2 A written notice referring to all Director vacancies and each candidate for election, must be sent to all Members at least seven days before every general meeting at which an election of a Director will take place.

34.3 To be eligible to be elected as an Elected Director a person must:

(a) be a Full Member;

(b) be an Aboriginal or Torres Strait Islander person;

(c) reside in the Geographic Service Area at the time of their election;

(d) not be a Close Family Relative of a person in the Senior Management Team;

(e) not be a Close Family Relative of a Director;

(f) not, or not have been for three years prior to the date of nomination, an employee or contractor to the Corporation;

(g) comply with the Police Check Requirements;

(h) be independent of any organisation that provides funding or sponsorship to the Corporation; and

(i) have completed a Directors' Qualification Course within one year of being appointed an Elected Director, unless the Director has previously completed a course that the Board is satisfied meets this requirement.

35. Election of Elected Directors

35.1 Elected Directors will be elected at the general meeting immediately prior to the expiry of the term of the current Elected Directors in accordance with this clause35.

35.2 Only current Ordinary Members may vote on a resolution for the appointment ofElected Directors. Where there are more nominations received than positions available, the candidate(s) with the highest number of votes will be appointed asrequired to fill the number of positions available.

35.3 Where there is a deadlock in the election of an Elected Director, the other Directors will appoint the Director from the deadlocked candidates with thehighest votes at the next Board meeting after the general meeting.

35.4 Elected Directors elected under this clause 35 will take up office on and fromthe date of expiry of the term of the Elected Director they are appointed to replace.

36. Police Check

36.1 Any person who is nominated for the position of director, and any Directorappointed to the Board, must as a condition of nomination or appointment,consent to the Corporation conducting a Police Check on that person.

36.2 The nominee or Director must do all things necessary to facilitate the Corporation in conducting the Police Check.

36.3 The Board reserves the right to reject a person's nomination for director, and toremove a Director, if:

(a) the nominee or Director does not consent to the Corporation conducting a Police Check; or

(b) the Board, acting reasonably, considers that the disclosures contained in the Police Check indicate that the person is not a fit and proper person to act as a director of the Corporation.

36.4 A Director that is the subject of a Police Check must:

(c) excuse himself or herself from any discussion of the Police Check by the Board; and

(d) must not vote on whether the Police Check is acceptable to the Board.

36.5 Subject to clause 36.6, the Board has discretion to approve a person's nomination for director and to allow a Director to remain on the Board, despite the Police Check revealing criminal offences.

36.6 The Board must not allow a person with a criminal history of an indictable offence, offences relating to acts of fraud, indecency, sexual assault, violentassault or any offence that would prohibit the person from managing a corporation under the CATSI Act to be appointed to or remain on the Board.

36.7 The Corporation will adhere to any relevant annulled conviction legislation which requires that, in certain circumstances, minor convictions are annulled.

36.8 Once a conviction has been annulled, the nominee or Director is not required todisclose the conviction and the Board will disregard any details of the annulled conviction disclosed to the Corporation by the nominee or Director or through the Police Check.

37. **Appointment** of chairperson

37.1 The Board will appoint an Elected Director to be chairperson of the Board on arotational basis with each chairperson appointed for a term of two years.

37.2 If no chairperson is elected or if the chairperson is not present at any Board meeting within 15 minutes after the time appointed for the meeting to begin or the chairperson is not willing to act, the deputy chairperson will chair the meeting. If the deputy chairperson is not present or is unwilling to act then Board must electanother Elected Director to be chairperson of the meeting.

37.3 The Board may elect any other Elected Director as deputy chairperson to act as chairperson in the chairperson's absence.

38. Retirement

38.1 Subject to clause 39, an Elected Director must retire from office at the expiry oftheir term unless re-elected for a further term.

38.2 Subject to clause 31.4 and clause 39, a Skills-based Director must retire fromoffice at the expiry of their term.

38.3 A retiring Director will be eligible for re-election.

39. Vacation of office

The office of a Director immediately becomes vacant if the Director:

(a) is prohibited by the CATSI Act from holding office or continuing as a Director;

(b) is liable to have a person appointed, under a law relating to the administration of estates of persons who through mental or physical incapacity are incapable of managing their affairs, to administer it, or becomes in the opinion of the Board incapable of performing his or her duties;

(c) resigns by notice in writing to the Corporation, in which case the resignation will take effect at the date specified in the notice, and if no date is specified in the notice, immediately upon receipt of the notice;

(d) is no longer eligible to be a Director in accordance with clauses 32 [Skills-based Directors] or 34.4 [Elected Directors];

(e) is removed by a resolution of the Corporation;

(f) is absent from Board meetings for three consecutive meetings without leave of absence from the Board; or

(g) is directly or indirectly interested in any contract or proposed contract with the Corporation and fails to declare the nature of the interest as required by the CATSI Act.

POWERS AND DUTIES

40. Powers and duties of the Board

40.1 The business of the Corporation is managed by the Board who may exercise allpowers of the Corporation that this Constitution and the CATSI Act do not require to be exercised by the Corporation in general meeting.

40.2 Without limiting the generality of clause 40.1, the Board may exercise all thepowers of the Corporation to:

(e) borrow money;

(f) charge any property or business of the Corporation;

(g) issue debentures or give any other security for a debt, liability or obligation of the Corporation or of any other person; and

(h) guarantee or become liable for the payment of money or the performance of any obligation by or of any other person.

PROCEEDINGS OF THE BOARD

41. Board meetings

41.1 The Board must meet at least eight times each Financial Year.

41.2 A Director may at any time, and the Secretary must on the request of a Director,call a Board meeting.

41.3 A Board meeting must be called on at least:

(i) 7 days written notice; or

(j) 24 hours verbal notice,

of a meeting to each Director, stating the nature of the business to be discussed at the Board meeting.

41.4 It is not necessary to give notice of a Board meeting to an Australian

residentwhom the Secretary, when giving notice to the other Directors, reasonably believes to be temporarily outside Australia.

41.5 Subject to the CATSI Act, a Board meeting may be held by the Directors communicating with each other by any technological means by which they areable simultaneously to hear each other and to participate in discussion.

41.6 Instead of being held at a physical place, a Board meeting may be held using any suitable electronic platform, or combination of electronic platforms, that allows all the directors to participate. For this purpose, electronic platforms include, without limitation, teleconferencing, videoconferencing, social media platforms, online platforms or mobile application.

41.7 Subject to clause 44, a Director who participates in a meeting held in accordance with this Constitution is taken to be present and entitled to vote atthe meeting.

41.8 Clauses 41.5 and 41.6 apply to meetings of Directors' committees as if allcommittee members were Directors.

41.9 The Board may meet together, adjourn and regulate their meetings as theythink fit.

41.10 A quorum is at least a majority of Directors.

41.11 Where a quorum cannot be established for the consideration of a particular matter at a Board meeting, the chairperson may call a general meeting to dealwith the matter.

41.12 Notice of a Board meeting may be given in writing, or the meeting may beotherwise called using any technology consented to by all the Directors.

41.13 A majority of directors may postpone or cancel a Board meeting which has been called or is otherwise required to be held by this Constitution.

42. **Decision** on questions

42.1 Subject to this Constitution, questions arising at a Board meeting are to be decided by a majority of votes of the Directors present and voting and, subjectto clause 44, each Director has one vote.

42.2 In the event of a deadlock, the chairperson of a meeting will have a casting votein addition to his or her deliberative vote.

PAYMENTS TO DIRECTORS

43. Payments to Directors

43.1 Subject to clause 43.2, no payment will be made to any Director of the Corporation other than:

a) out of pocket expenses incurred by the Director in the performance of any duty as Director of the Corporation where the amount payable does not exceed an amount previously approved by the Board; and

b) for any service rendered to the Corporation by the Director in a professional or technical capacity, including in its capacity as Director of the Corporation, where the provision of the service has the prior approval of the Board and where the amount payable is approved by the Board and is not more than an amount which commercially would be reasonable payment for the service; and

c) relating to an indemnity in favour of the Director which has been covered by the Directors' and officers' insurance policy held by the Corporation on behalf of the Director.

43.2 Any payment made under clause 43.1(b) that relates to remuneration for services as a Director of the Corporation must not exceed the remuneration limit per annum.

43.3 Director remuneration should be reviewed annually against CPI increases brought the Annual General meeting for resolution.

43.4 The Chair, Deputy Chair and Directors remuneration will be paid according to a determined schedule including an increased fee for the Chair and Deputy Chair, noting the role's additional responsibilities.

43.5 On a case-by-case basis an individual Director can negotiate a lessor amount directly with the Chief Executive Officer.

44. Directors' interests

44.1 No contract made by a Director with the Corporation and no contract or arrangement entered into by or on behalf of the Corporation in which a Directormay be interested is avoided or rendered voidable merely because the Directorholds office as a director or because of the fiduciary obligations arising out of that office.

44.2 No Director contracting with, or interested in any arrangement involving the Corporation is liable to account to the Corporation for any profit realised by orunder any such contract or arrangement merely because the Director holds office as a director or because of the fiduciary obligations arising out of that office.

44.3 A Director is not disqualified from contracting with the Corporation merelybecause of his or her role as a Director.

44.4 Any Director having a direct or indirect material personal interest in any contractor arrangement that the Corporation proposes to enter will declare his or her interest immediately by written notice to the chairperson. A general notice that the Director is an employee of a particular Member and is to be regarded as interested in all transactions with that Member will be a sufficient disclosure under this clause for that Director and the relevant transactions and the Directorwill not be required to give special notice relating to any particular transaction with that Member.

44.5 Subject to clause 44.6, a Director who has a material personal interest in amatter that is being considered at a Board meeting must not:

(k) be present while the matter is being considered at the meeting; or

(l) vote on the matter,

unless permitted by the CATSI Act to do so, in which case the Director may:

(m) be counted in determining whether or not a quorum is present at any Board meeting considering that contract or arrangement or proposed contract or arrangement;

(n) sign or countersign any document relating to that contract or arrangement or proposed contract or arrangement; and

(o) vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement.

44.6 The prohibition on voting in clause 44.5 will not apply to any contract or arrangement where the Director is interested merely as a minority shareholderof another Corporation.

44.7 A Director may be or become a director or other officer of, or otherwise interested in, any related body corporate or any other body corporate promotedby the Corporation or in which the Corporation may be interested as a vendor, shareholder or otherwise and is not accountable to the Corporation for any remuneration or other benefits received by the Director as a director or officer of, or from having an interest in, that body corporate.

44.8 A Director who has an interest described in clause 44.7 must provide written notice to the Secretary when the interest arises and when the Director no longer has the interest.

45. Remaining Directors

45.1 The Board may act even if there are vacancies on the Board.

45.2 If the number of Directors is not sufficient to constitute a quorum at a Boardmeeting, the Board may act only to:

(p) appoint a Director; or

(q) call a general meeting.

46. Delegation

46.1 The Board may delegate any of their powers, other than those which by lawmust be dealt with by the Board, to a person, committee or committees (**Delegate**).

46.2 The Board may at any time revoke any delegation of power to a Delegate.

46.3 At least two members of each Delegate committee must be a Director.

46.4 A Delegate must exercise its powers in accordance with any directions of the Board and a power exercised in that way is taken to have been exercised by theBoard.

46.5 A Delegate may be authorised by the Board to sub-delegate all or any of thepowers for the time being vested in it.

46.6 Meetings of any Delegate committee will be governed by the provisions of this Constitution which deal with Board meetings so far as they are applicable and are not inconsistent with any directions of the Board. The

provisions apply as ifeach Delegate committee member was a Director.

47. Written resolutions

47.1 Other than for special resolutions, the Board may pass a resolution without a Board meeting being held if 70% of Directors entitled to vote on the resolution:

(a) sign a document containing a statement that they are in favour of the resolution set out in the document; or

(b) indicate that they are in favour of the resolution set out in the document in accordance with clause 47.1A.

The resolution is passed when the last Director of 70% of Directors signs or indicates approval in accordance with clause 47.1A.

47.1A Directors may indicate that they are in favour of the resolution set out in the written resolution by electronic means with the intention to physically sign a copy of the document at the next Board meeting or next available opportunity. For this purpose, electronic means includes by email or mobile applications

47.2 For the purposes of clause 47.1, separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identicalin each copy.

47.3 Any document referred to in this clause 47 may be in the form of a facsimile orelectronic transmission.

47.4 The minutes of Board meetings must record that a meeting was held in accordance with this clause 47.

47.5 This clause 47 applies to meetings of Delegate committees as if all committeemembers were Directors.

48. Validity of acts

If it is discovered that:

(a) there was a defect in the appointment of a person as a Director or member of a Delegate committee; or

(b) a person appointed to one of those positions was disqualified,

all acts of the Directors or the Delegate committee before the discovery was made are as valid as if the person had been duly appointed and was not disqualified.

49. Minutes and Registers

49.1 The Board must cause minutes to be made of:

(r) the names of the Directors present at all Board meetings and meetings of Directors' committees;

(s) all proceedings and resolutions of general meetings, Board meetings and meetings of Delegate committees;

(t) all resolutions passed by Directors in accordance with clause 47;

(u) all appointments of officers;

(v) all orders made by the Board and Delegate committees; and

(w) all disclosures of interests made under clause 44.

49.2 Minutes must be signed by the chairperson of the meeting or by the chairpersonof the next meeting of the relevant body.

49.3 The Corporation must keep all registers required by this Constitution and theCATS I Act.

LOCAL MANAGEMENT

50. Local management

50.1 The Board may appoint a CEO who will be responsible for:

(x) the day-to-day management of the Corporation;

(y) delivering to the Board within two months after the end of each Financial Year, the annual reports of the Corporation describing the level of activity, achievements and such other information as required in sufficient detail and containing the audited financial statements for the Financial Year as necessary to meet the financial and other reporting requirements of the Corporation under the CATSI Act; and

(z) carrying out such other activities for the Corporation.

in accordance with the directions of the Board and the position description for the CEO approved by the Board.

50.2 The Board will review the CEO position description annually.

50.3 The Board may appoint such other executives as it sees fit to provide supportfor the CEO on operational issues relating to the Corporation or delegate authority to the CEO to make such appointments.

50.4 The Board may provide for the management and transaction of the affairs of theCorporation in any places and in such manner as they think fit.

50.5 Without limiting clause 50.4 the Board may:

(aa) establish local boards or agencies for managing any of the affairs of the Corporation in a specified place and appoint any persons to be members of those local boards or agencies; and

(bb) delegate to any person appointed under clause 50.5(a) any of the powers, authorities and discretions which may be exercised by the Board under this Constitution,

on any terms and subject to any conditions determined by the Board.

50.6 The Board may at any time revoke or vary any delegation under this clause 50.

51. Appointment of attorneys and agents

51.1 The Board may from time to time by resolution or power of attorney

executed inaccordance with section 99-5 of the CATSI Act appoint any person to be the attorney or agent of the Corporation:

(cc) for the purposes;

(dd) with the powers, authorities and discretions (not exceeding those exercisable by the Board under this Constitution);

(ee) for the period; and

(ff) subject to the conditions,

determined by the Board.

51.2 An appointment by the Board of an attorney or agent of the Corporation may bemade in favour of:

(gg) any member of any local board established under this Constitution;

(hh) any Corporation;

(ii) the members, directors, nominees or managers of any Corporation or firm;

(jj) any fluctuating body of persons whether nominated directly or indirectly by the Board; or

(kk) the CEO or other executives of the Corporation.

51.3 A power of attorney may contain such provisions for the protection and convenience of persons dealing with an attorney as the Board think fit.

51.4 The Board may appoint attorneys or agents by facsimile or electronic transmission to act for and on behalf of the Corporation.

51.5 An attorney or agent appointed under this clause 51 may be authorised by the Board to sub-delegate all or any of the powers, authorities or discretions for thetime being vested in it.

SECRETARY

52. Secretary

52.1 There must be at least one secretary of the Corporation appointed by the Boardfor a term and at remuneration and on conditions determined by them.

52.2 The Board must appoint an independent, professional Corporation secretary tobe Secretary.

52.3 The Secretary is entitled to attend and be heard on any matter at all Board andgeneral meetings.

52.4 The Board may, subject to the terms of the Secretary’s appointment, suspend,remove or dismiss the Secretary.

SEALS

53. Common Seal

If the Corporation has a Seal:

(a) the Board must provide for the safe custody of the Seal;

(b) the Seal must not be used without the authority of the Board or a directors' committee authorised to use the Seal;

(c) every document to which the Seal is affixed must be signed by a Director and be countersigned by another Director, the Secretary or another person appointed by the Board to countersign the document.

54. Duplicate Seal

If the Corporation has a Seal, the Corporation may have one or more duplicate Seals of the Seal each of which:

(a) must be a facsimile of the Seal with 'Duplicate Seal' on its face;

(b) must not be used except with the authority of the Board.

INSPECTION OF RECORDS

55. Inspection of records

55.1 Except as otherwise required by the CATSI Act, the Board may determine whether and to what extent, and at what times and places and under what conditions, the financial records and other documents of the Corporation or anyof them will be open for inspection by Members other than Directors.

55.2 Except as otherwise required by the CATSI Act, a Member other than a Directordoes not have the right to inspect any financial records or other documents of the Corporation unless the Member is authorised to do so by a court order or a resolution of the Board.

NOTICES

56. Service of notices

56.1 Notice may be given by the Corporation to any person who is entitled to noticeunder this Constitution:

(ll) by serving it on the person; or

(mm) by sending it by post, facsimile transmission or electronic notification to the person at the person's address shown in the Register or the address supplied by the person to the Corporation for sending notices to the person.

56.2 A notice sent by post is taken to be served:

(nn) by properly addressing, prepaying and posting a letter containing the

notice; and

(oo) on the day after the day on which it was posted.

56.3 A notice sent by facsimile transmission or electronic notification is taken to beserved:

(pp) by properly addressing the facsimile transmission or electronic notification and transmitting it; and

(qq) on the day after its despatch.

56.4 If a Member does not have an address recorded in the Register a notice will betaken to be served on that Member 24 hours after it was posted on a notice board at the Corporation's registered office.

56.5 A Member whose address recorded in the Register is not in Australia mayspecify in writing an address in Australia to be taken to be the Member's address for the purposes of this clause 56.

56.6 A certificate in writing signed by a Director, Secretary or other officer of the Corporation that a document or its envelope or wrapper was addressed andstamped and was posted is conclusive evidence of posting.

56.7 Subject to the CATSI Act the signature to a written notice given by the Corporation may be written or printed.

56.8 All notices sent by post outside Australia must be sent by prepaid airmail post.

57. Persons entitled to notice

57.1 Notice of every general meeting must be given to:

(rr) every Member;

(ss) every Director;

(tt) the Secretary; and

(uu) any Auditor.

57.2 No other person is entitled to receive notice of a general meeting.

INCOME AND PROPERTY OF THE CORPORATION

58. Income and property of Corporation

58.1 The income and property of the Corporation will only be applied towards thepromotion of the objects of the Corporation set out in clause 4.

58.2 No income or property will be paid or transferred directly or indirectly to anyMember of the Corporation except for payments to a Member:

(vv) in return for any services rendered or goods supplied in the ordinary and usual course of business to the Corporation; or

(ww) of interest at a rate not exceeding current commercial rates of interest for money lent.

AUDIT AND ACCOUNTS

59. Audit and accounts

59.1 The Board must cause the Corporation to keep financial records in relation tothe business of the Corporation in accordance with the requirements of the CATSI Act.

59.2 The Board must cause the financial records of the Corporation to be audited inaccordance with the requirements of the CATSI Act.

59.3 The results of the audit must form part of the report provided to the Members atthe next annual general meeting of the Corporation.

GIFT FUND

60. Operation of gift fund

60.1 Where the ITAA requires that a gift fund be established for the receipt of taxdeductible donations, the Corporation must establish a separate gift fund account to which such donations must be credited.

60.2 The Gift Fund Account must only be used or applied for purposes that are consistent with the objects of the Corporation and separate records must bemaintained as to the receipt and disbursement of moneys from that account.

61. Transfer of the gift fund in specified circumstances

On:

(a) revocation of the endorsement of the Corporation under sub-division 30-B of the ITAA; or

(b) the winding up of the gift fund by the Corporation,

any balance in the Gift Fund Account must be transferred to such other gift fund, gift funds, entity or entities having objects similar to the objects of the Corporation as will be determined by the Members at or before that time, provided that each recipient must be endorsed as a deductible gift recipient under sub-division 30-BA of the ITAA.

WINDING UP

62. Winding up

If any surplus remains following the winding up of the Corporation, the surplus will not be paid to or distributed amongst Members, but will be given or transferred to another entity which is:

(a) an organisation with similar purposes which is not carried on for profit or gain of its individual members;

(b) required to apply its profits (if any) or other income in promoting objects similar to those of the Corporation; and

(c) endorsed as a deductible gift recipient under sub-division 30-BA of the ITAA,

such entity to be determined by the Members at or before the winding up and in default, by application to the Supreme Court of Queensland for determination.

INDEMNITY

63. Indemnity

63.1 To the extent permitted by law and subject to any restrictions contained in the CATSI Act the Corporation indemnifies every person who is or has been an officer of the Corporation against any liability (other than for legal costs) incurred by that person as such an officer of the Corporation (including liabilitiesincurred by the officer as an officer of a subsidiary of the Corporation where theCorporation requested the officer to accept that appointment).

63.2 To the extent permitted by law and subject to the restrictions contained in the CATSI Act, the Corporation indemnifies every person who is or has been an officer of the Corporation against reasonable legal costs incurred in defending an action for a liability incurred by that person as such an officer of the Corporation (including such legal costs incurred by the officer as an officer of asubsidiary of the Corporation where the Corporation requested the officer to accept that appointment).

63.3 The amount of any indemnity payable under clauses 63.1 or 63.2 will include anadditional amount (GST Amount) equal to any GST payable by the officer beingindemnified (Indemnified Officer) in connection with the indemnity (less the amount of input tax credit claimable by the Indemnified Officer in connection with the indemnity).

63.4 For the purposes of this clause 63, officer means:

a) a Director; or

b) a Secretary.

AMENDMENTS TO CONSTITUTION

64. Amendments to Constitution

64.1 This Constitution must not be amended other than in accordance with theCATSI Act.

64.2 Subject to clause 64.1, the Corporation may revoke, add to or vary this Constitution provided that:

(xx) no part of the Gift Fund Account or the income of the Gift Fund Account is transferred to any institution, organisation, fund or authority that is not a charitable organisation endorsed to receive donations under sub-division 30-B of the ITAA;

(yy) no part of the Gift Fund Account or the income of the Gift Fund Account becomes able to be used or applied for purposes that are not consistent with the objects of the Corporation; and

(zz) unless the Commissioner of Taxation, and if the Corporation is a registered charity, the Australian Charities and Not-for-profits Commission, consents to the revocation, addition or variation:

(i) no amendment is allowed to be made to or affecting the objects of the Corporation; and

(ii) no amendment is allowed to be made which authorises the Corporation to invest money of the Gift Fund Account other than in a manner in which trustees are permitted to invest under the laws of Australia or any Australian State or Territory.

65. Dispute Resolution

65.1 If a dispute arises, the parties must first try to resolve it themselves.

65.2 If the dispute is not resolved within 10 business days, any party may give a dispute notice to the other parties.

65.3 The dispute notice must be in writing and must say what the dispute is about. Itmust be given to the Corporation.

65.4 The Directors or any of the dispute parties may ask the Registrar for assistance.

65.5 The Directors must help the parties resolve the dispute within 20 business daysafter the Corporation receives the notice.

65.6 If the Directors cannot resolve the dispute, it must be put to the members toresolve at general meeting.

Schedule 1 Definitions

Aboriginal	Aboriginal means a person who is of Aboriginal descent, identifies as anAboriginal and is accepted by the Community as an Aboriginal.
Affiliate	has the meaning given to that term in clause 32.2(g)(iv).
Annual Membership Fee	means the fee payable by each Member in accordance with clause 6.
Associate Member	means a person admitted as an 'Associate Member' pursuant to clause 5.
Auditor	means the Corporation's auditor.
Board	means the board of Directors of the Corporation.
CATSI Act	means the Corporations (Aboriginal and Torres Strait Islander) Act 2006 (Cth).
CEO	means the person appointed as chief executive officer under clause 50.1.
Close Family Relative	means biological father, mother, son, daughter, brother, sister, uncle or aunt.
Community	means: (aaa) the Aboriginal and Torres Strait Islander community withinAustralia, or if the context otherwise requires: (bbb) a local Aboriginal and/or Torres Strait Islander community.
Corporation	means Kambu Aboriginal and Torres Strait Islander Corporation for Health.
Constitution	means the constitution of the Corporation as amended from time to time.
Delegate	means a delegate under clause 46.1.
Director	includes any person occupying the position of director of the Corporation and **Directors** means all or some of the directors.
Directors' Qualification Course	means a course about Directors' roles and responsibilities approved by theBoard.
Elected Director	means a Director elected by the Members under clause 31.1.

Financial Year	means the period of 12 months beginning on 1 July of any year and ending on 30 June of the succeeding year.
Geographic Service Area	means the area covered by the boundaries of Ipswich City Council and the following towns and land between those towns and the nearest Kambu clinicincluding Boonah, Esk and Laidley.
Gift Fund Account	means the gift fund account established under clause 60.
GST	has the meaning given to that term by the GST Act.
GST Act	means *A New Tax System (Goods and Services Tax) Act 1999* (Cth) or anyreplacement or other relevant legislation and regulations.
GST Amount	means GST as defined in the GST Act.
Indemnified Officer	has the meaning given to that term by clause 63.3.
Indigeneity Requirement	means the Indigeneity requirement set out in the CATSI Act.
Initiative	has the meaning given to that term in clause 32.2(g)(iii).
ITAA	means the *Income Tax Assessment Act 1936* (Cth) or the *Income Tax Assessment Act 1997* (Cth) as modified or amended from time to time andincludes any regulations made under that Act and any exemption or modification to that Act applying to the Corporation.
Member	means an Ordinary Member and an Associate Member.
Ordinary Member	means a person admitted as an 'Ordinary Member' pursuant to clause 5.
Member's Charter	means the Member's charter governing the conduct of the Members (if any) as executed by the Corporation and the Members.
Police Check	means a National Name Only Police Certificate based on a search of the person's name against the criminal history records held by police servicesAustralia-wide.
Police Check Requirements	means the obligations contained in clause 36.
Register	means the register of Members of the Corporation

Remuneration Limit	means the amounts approved by the Corporation by resolution in general meeting.
Representative	means a person appointed as such under clause 12.
Seal	means the Corporation's common seal (if any).
Secretary	means any person appointed by the Board to perform any of the duties of a secretary of the Corporation and if there are joint secretaries, any one or moreof such joint secretaries.
Senior Management Team	means: (a) the CEO; (b) the chief financial officer; (c) the practice manager; (d) the general manager; and (e) any other position or person the Board deems a member of thesenior management team.
Skills-based Director	means a person appointed as a skills based director under clause 32.
Torres Strait Islander	means a person who is of Torres Strait Islander descent, identifies as a Torres Strait Islander and is accepted by the Community as a Torres Strait Islander.