

**THE CONSTITUTION OF  
NATIONAL SENIORS AUSTRALIA LTD**

A Public Company Limited By Guarantee Not Having a Share Capital

# INDEX

THE CONSTITUTION.....	5
1 NAME.....	5
2 REPLACEABLE RULES.....	5
3 DEFINITIONS AND INTERPRETATION.....	5
3.1 Definitions.....	5
3.2 Interpretation.....	7
4 OBJECTS.....	8
5 POWERS.....	8
6 STRUCTURE.....	8
6.1 NSA Governance.....	8
6.1.1 Participation in NSA by Members.....	8
6.2 Branches.....	9
6.2.1 Recognised Branches.....	9
6.3 Branch representation at Zone Level.....	10
6.4 Zones and Zone Committees.....	10
6.5 National Council.....	10
6.6 Nomination Procedures for Directors.....	11
7 MEMBERSHIP.....	12
7.1 Members on adoption of Constitution.....	12
7.2 Application for Membership.....	12
7.3 Determination of Membership application.....	14
7.4 Notification of determination.....	14
7.5 Unlimited Members.....	14
7.6 Registers to be kept.....	14
7.7 Assignability of Membership.....	14
8 CATEGORIES OF MEMBERS WHO DO NOT HAVE VOTING RIGHTS.....	14
8.1 Categories of Membership generally.....	14
8.2 Admission of Honorary Life Members.....	15
8.3 Limited Rights of Certain Members.....	15
9 OBLIGATIONS OF MEMBERS.....	15
9.1 Duties of Members.....	15
10 CESSATION OF MEMBERSHIP.....	15
10.1 When Membership ceases.....	15
10.2 Suspension or Expulsion of Members.....	16
10.3 Liability for subscription fees.....	16
11 SUBSCRIPTION FEES.....	16
11.1 Obligation to pay fees.....	16
12 GENERAL MEETINGS.....	17
12.1 Annual general meeting.....	17
12.2 Directors may convene a general meeting.....	17
12.3 Board convening general meeting at request of National Council Members.....	17
12.4 Notice of general meeting.....	17
13 CONDUCT OF BUSINESS AT GENERAL MEETINGS.....	18
13.1 Business of annual general meeting.....	18
13.2 Quorum.....	18
13.3 No business without quorum.....	18
13.4 Procedure where no quorum.....	19
13.5 Chairperson of National Council meetings.....	19
13.6 Casting vote.....	19
13.7 Adjournment of meeting.....	19
13.8 Show of hands or poll.....	19
13.9 Declaration on show of hands.....	20

13.10	Poll requested .....	20
13.11	Withdrawal of poll .....	20
13.12	Voting .....	20
13.13	Meeting by electronic communication .....	20
13.14	Voting where interested .....	21
13.15	Motion to rescind act of Board .....	21
13.16	Representatives of Corporations and Associations.....	21
<b>14</b>	<b>DIRECTORS</b> .....	<b>22</b>
14.1	Appointment to the Board.....	22
14.2	Number of Directors .....	22
14.3	Directors on adoption of Constitution.....	22
14.4	Office of Directors.....	22
14.5	Rotation of Directors.....	22
<b>15</b>	<b>VACANCIES ON BOARD</b> .....	<b>23</b>
15.1	Vacancy on Board .....	23
15.2	Filling of vacancy.....	23
<b>16</b>	<b>POWERS AND DUTIES OF THE BOARD</b> .....	<b>24</b>
16.1	Powers and duties of the Board.....	24
16.2	Specific powers of Board.....	24
16.3	Committees and Sub-committees.....	24
16.4	Minutes to be kept .....	25
<b>17</b>	<b>PROCEEDINGS OF THE BOARD</b> .....	<b>25</b>
17.1	Regulation of meeting.....	25
17.2	Notice of meeting .....	25
17.3	Decisions by majority.....	25
17.4	Quorum .....	26
17.5	Board to continue to act.....	26
17.6	Validity of acts of Board.....	26
17.7	Delegation of powers.....	26
17.8	Resolution of the Board in writing .....	27
17.9	Meeting by electronic communication.....	27
<b>18</b>	<b>CHAIRPERSON OF BOARD MEETINGS</b> .....	<b>27</b>
18.1	Election of Chairperson for the Board.....	27
18.2	Election of Deputy Chairperson for the Board.....	27
18.3	Chairperson's Membership of Committees .....	28
<b>19</b>	<b>CHIEF EXECUTIVE OFFICER</b> .....	<b>28</b>
<b>20</b>	<b>SECRETARY</b> .....	<b>28</b>
<b>21</b>	<b>TRANSACTIONS WITH DIRECTORS</b> .....	<b>29</b>
21.1	Remuneration and Allowances of Directors .....	29
21.2	Disclosure of Interests .....	29
<b>22</b>	<b>SIGNING BY NSA</b> .....	<b>30</b>
<b>23</b>	<b>ACCOUNTS</b> .....	<b>30</b>
23.1	Proper records to be kept .....	30
<b>24</b>	<b>AUDIT</b> .....	<b>30</b>
<b>25</b>	<b>NOTICES AND REPORTS</b> .....	<b>30</b>
25.1	Service of notices .....	30
25.2	Notice by post .....	31
25.3	Notice by facsimile or SMS.....	31
25.4	Notice by email.....	31
<b>26</b>	<b>INDEMNITY</b> .....	<b>31</b>
<b>27</b>	<b>INSURANCE</b> .....	<b>31</b>
<b>28</b>	<b>ALTERATION OF CONSTITUTION</b> .....	<b>32</b>
28.1	Method of altering Constitution .....	32
<b>29</b>	<b>APPLICATION OF INCOME AND PROPERTY</b> .....	<b>32</b>

29.1	No distribution to Members or payments to Directors .....	32
<b>30</b>	<b>AMALGAMATION</b> .....	<b>32</b>
<b>31</b>	<b>WINDING UP OR DISSOLUTION</b> .....	<b>33</b>
31.1	Members liability limited .....	33
31.2	Members contribution on winding up .....	33
31.3	Winding up or Dissolution .....	33

# THE CONSTITUTION OF NATIONAL SENIORS AUSTRALIA LTD

A Public Company Limited By Guarantee Not Having A Share Capital

## 1 NAME

The name of the company is NATIONAL SENIORS AUSTRALIA LTD, hereinafter referred to as NSA.

## 2 REPLACEABLE RULES

This Constitution displaces the Replaceable Rules in the Law.

## 3 DEFINITIONS AND INTERPRETATION

### 3.1 Definitions

In this Constitution unless otherwise provided or unless there is something in the subject matter which is inconsistent, the following expressions shall have the definitions or meanings provided below:

"**Auditor**" means a person appointed as auditor of NSA;

"**Board**" means the Board of Directors of NSA;

"**Branch**" or Branches refers to Recognised Branches;

"**Branch Delegate**" means a person who has been elected or appointed by a Branch to attend and vote at Zone Committee meetings;

"**Branch Member**" means a Member who has chosen a Recognised Branch to attend and has had their name entered on the Membership list of that Branch

"**CEO**" means the person appointed to perform the duties of a Chief Executive Officer of NSA in accordance with Rule 19;

"**Chairperson**" means the person appointed as the Chairperson in Rule 18.1;

"**Charities Act**" means the Charities Act 2013 (Cth) as modified or amended from time to time, and includes any regulations made under that Act, any exemption or modification to that Act, and any legislation or regulation which replaces or supplements that Act;

"**Committee**" means a Board Committee or sub Committee established under Rule 16.3 and "Committees" means either or all of them.

"**Deputy Chairperson**" means the person appointed as the Deputy Chairperson in Rule 18.2;

"**Director**" means a natural person elected or re-elected to the Board of NSA who has not ceased to be a Director by operation of this Constitution or the Law and who has voting rights;

"**Electronic Communication Device**" means any electronic device by which the processes of a meeting may be conducted between persons in different places and includes telephone, television or any other audio and/or visual device or technology which permits instantaneous (or near as practical thereto) communication;

"**General Membership representatives**" means Members appointed to National Council under Rule 6.5(c)(iii);

"**Member of the Company**" means a person appointed under Rule 7.1.2 whose name is entered for the time being on the Register of Members being voting Members of the company;

"**Member of the Organisation**" means a person appointed under Rule 7.1.3 being non-voting Members of the NSA Organisation;

"**National Council**" means the body of National Council Members formed in accordance with Rule 6.5 and who have voting rights for the company;

"**National Council Member**" means a member of the National Council;

"**Officer**" means a person who is, or has been, a Secretary, a Chief Executive Officer, a Director of NSA or a person who makes, or participates in making, decisions that affect the whole, or a substantial part, of the business of NSA.

"**Older Australian**" means a person who is considered to be 'aged' for the purposes of the Charities Act 2013 (Cth) having regard to chronological age, biological circumstances and other attributes and consequences associated with ageing;

"**Organisational representative**" means a person appointed by a Corporate Member or an Association Member to act as representative of the Company or Association at a General Meeting;

"**Person**" means a natural person;

"**Principal Object**" has the meaning given in Rule 4;

"**Regional representatives**" means Members appointed to National Council under Rule 6.5 (c) (ii);

"**Rules**" means the rules in this Constitution;

"**Recognised Branch or Branches**" means an association of persons which has received certification by the Board in accordance with Rule 6.2;

"**Secretary**" means the person appointed to perform the duties of a Secretary of NSA in accordance with Rule 20;

"**Spouse**" means the person married to another person or in a bona fide de facto marriage partnership;

"the Law" means the Corporations Act 2001 (Cth);

"Zone" means a group of one or more Branches or Members as designated by the Board from time to time.

### 3.2 Interpretation

In this Constitution:

- (a) words importing any gender include the other gender;
- (b) the singular includes the plural and vice versa;
- (c) a reference to a statute, code or the Law (or to a provision of same) means the statute, code or the Law (or provisions of same) as modified or amended and in operation for the time being, or any statute, code or provision enacted (whether by the State or Commonwealth of Australia) in lieu thereof and includes any regulation or rule for the time being in force under the statute, code or the Law;
- (d) an expression used in a particular part or division of the Law that is given by that part or division a special meaning for the purpose of that part or division has, in any of these regulations that deals with the matter dealt with by that part or division, unless the contrary intention appears, the same meaning as in that part or division;
- (e) headings are inserted for convenience and do not affect the interpretation of this Constitution;
- (f) a reference to something being written or in writing or printed is a reference to any mode of representing or reproducing words in visible form and includes without limitation emails, facsimiles and documents in electronic form;
- (g) unless otherwise clear from the context that a different denomination of currency is intended a reference to dollars (\$) or to an amount of money shall be taken to mean a reference to Australian dollars and more generally to the Australian currency.
- (h) another grammatical form of a defined word or expression has a corresponding meaning;
- (i) a reference to a Rule, paragraph, schedule or annexure is to a Rule or paragraph of, or schedule or annexure to, this Constitution, and a reference to this Constitution includes any schedule or annexure;
- (j) a reference to a document or instrument includes the document or instrument as novated, altered, supplemented or replaced from time to time;
- (k) a reference to time is a reference to Brisbane, Queensland, Australia time;
- (l) the meaning of general words is not limited by specific examples introduced by including, for example or similar expressions.

## **4 OBJECTS**

- (a) NSA is a charity whose principal purpose is to provide benevolent relief to Older Australians. Without limiting the generality of NSA's general charitable purpose NSA will pursue the following specific charitable purposes:
- (i) relieving the needs, disadvantages and vulnerabilities faced by Older Australians;
  - (ii) advancing social and public welfare of Older Australians;
  - (iii) advancing education, including through the provision of training, the provision of information and the provision of learning support services for Older Australians;
  - (iv) advocating for Older Australians and as a part of this process providing opportunities throughout Australia for Older Australians to meet, discuss issues affecting them and provide comment on local, state and national policy matters;
  - (v) pursuing such other purposes as are beneficial to Older Australians the community that are analogous to, or within the spirit of, the purposes of NSA.
- (b) NSA may, in addition to the specific purposes listed above do all such other things as are incidental or ancillary to carrying out the principal purpose of NSA and the specific charitable purposes listed in Rule 4(a), including establishing and maintaining subsidiaries, trusts, funds or other entities with principal purpose of carrying out some or all of the charitable purposes listed in rule 4(a).

## **5 POWERS**

Solely for the purpose of carrying out the objects of NSA and not otherwise, NSA shall have all the legal capacity and powers of a natural person, all the powers of a body corporate under the Law and do all things incidental or convenient in relation to the exercise of any power.

## **6 STRUCTURE**

### **6.1 NSA Governance**

#### **6.1.1 Participation in NSA by Members**

Any ordinary Member may participate in NSA through the following ways:

- (a) a Member may receive NSA services provided in accordance with the organisation's objects;
- (b) a Member may provide submissions on matters of public policy;
- (c) a Member may attend meetings of the National Council;
- (d) a Member has the right to submit an expression of interest to be considered for appointment to National Council;



- (e) a Member has the right to submit an expression of interest to be considered for appointment to the Board when there is a call for nominations by the Board, or its sub-committee;
- (f) in nominating for any potential position, a Member shall abide by the selection criteria set within the code of conduct established by the Board from time to time;
- (g) a Member has the right to attend, speak and ask questions subject to the direction of the Chairperson of the meeting at annual general and general meetings but does not have the right to vote at such meetings unless they are also a National Council Member;
- (h) a Member of a Branch may serve on their Branch's Committee;
- (i) (a Member of a Branch may participate in the election of one (1) voting Branch Delegate for their Branch to represent them at Zone Committee meetings;
- (j) a Member may participate and vote at a Zone meeting or forum
- (k) a Member may vote at Zone Committee meetings provided that they have been elected as a delegate under Rule 6.3(a).

## **6.2 Branches**

### **6.2.1 Recognised Branches**

- (a) NSA may certify an association of persons as a Recognised Branch of NSA if the following requirements are satisfied:
  - (i) it is incorporated under the Associations Incorporation Act of a State or Territory in Australia or the Corporations Act; and
  - (ii) it has similar objects to NSA; and
  - (iii) it has provided the Board with a copy of its Certificate of Incorporation and its constituent documents; and
  - (iv) it has committed itself to the objects, goals and the NSA code of conduct.
- (b) A Recognised Branch may elect or appoint a delegate to act on its behalf at Zone Committee meetings. Nothing in this Constitution shall constitute or be deemed to constitute either a joint venture or partnership between NSA and a Recognised Branch or the appointment of one part as the agent of the other.
- (c) The Board may repeal the certification of a Recognised Branch at any time should the Board consider that the Branch has not abided by the code of conduct established by the Board and has brought NSA into disrepute.
- (d) The repeal shall become effective immediately upon notification by the Board to the Branch Secretary or other officeholder. An entity which is not a Recognised Branch must not use 'National Seniors' in its name.
- (e) Any person who applies for Membership in NSA may nominate whether or not he wishes to belong to a Recognised Branch.
- (f) A person may be a Member of more than one (1) Branch and serve on more than one (1) Branch Committee.

### **6.3 Branch representation at Zone Level**

- (a) Each Branch may appoint or elect one (1) voting Branch Delegate and one (1) non- voting Branch Delegate to attend Zone Committee meetings. If a Branch Delegate is unable to attend, the Branch's other delegate shall have the right to vote.
- (b) If a Branch Delegate is elected or appointed to the position of Zone Chairperson, or to the position of Zone Secretary, then the Branch is entitled to appoint or elect another Delegate in their place and stead to represent the Branch at Zone Committee meetings.
- (c) A Branch Delegate who is appointed or elected to the position of Zone Chairperson or Zone Secretary must act in the interests of the Zone and not their Branch if there is a conflict of these interests.

### **6.4 Zones and Zone Committees**

- (a) The Board shall establish Zones and Zone boundaries which may be changed by the Board from time to time.
- (b) A Zone Committee will oversee and assist the organisation and general development of Branches within a Zone and in particular, provide a forum open for all Members for discussion of any matters relevant to all the Membership of NSA.
- (c) The function, conduct and other matters relating to Zone Committees are determined by the Board from time to time.
- (d) A Zone Committee shall comprise such Members who are Branch Delegates and who have the approval of their Branch to attend at Zone Committee meetings.
- (e) Zone meetings and forums shall be open to all Members to observe and raise matters relevant to all Membership of NSA.

### **6.5 National Council**

- (a) The National Council is established to provide a forum for the discussion of matters relevant to trends and strategic issues relating to Older Australians and the National Seniors Australia organisation.
- (b) It will also provide reflections and advice to the Board relevant to the continued development of the organisation which will include:
  - (i) emerging trends, that impact on the - Older Australian population,
  - (ii) societal attitudes to Older Australians - and the impact of these on the organisation,
  - (iii) the role of National Seniors Australia in the context of societal and other trends,
  - (iv) the nature and direction of the priorities of National Seniors Australia; and
  - (v) ensuring the structure of the organisation remains relevant to the needs of NSA Membership and Older Australians generally.

- (c) The National Council will comprise the following persons (hereinafter referred to as “National Council Members”):
  - (i) all Directors,
  - (ii) Five (5) Regional representatives drawn from five (5) regions of QLD, NSW/ACT, VIC/TAS, SA/NT and WA, appointed for a term of one (1), two (2) or three (3) years for the first appointment period only and, subject to Rule 6.5(h), thereafter appointed for 3 years by the Board on the recommendation of the Board sub-Committee following an Expression of Interest (EOI) process from each of those regions (Regional representatives); and
  - (iii) Five (5) Members of NSA appointed for a term of one (1), two (2) or three (3) years for the first appointment period only and, subject to Rule 6.5(h), thereafter appointed for 3 years by the Board on the recommendation of the Board sub-Committee following an EOI process of all Members (‘General Membership representatives’).
- (d) Only National Council Members may vote at a general meeting of NSA. Each National Council Member has one (1) vote at all annual general meetings or other general meetings of NSA.
- (e) The proceedings for the conduct of all meetings convened by the National Council are set out under Rules 12 and 13.
- (f) All National Council Members are appointed to represent the entire Membership of NSA as a whole and not any particular group or geographical area.
- (g) National Council Members must retire from office after their first appointment period, subject to re-appointment by the Board.
- (h) A person is not eligible to be appointed to National Council if the person will have served as a National Council Member for more than two (2) terms or six (6) years from the date of their first appointment, whichever is the greater.
- (i) A vacancy occurs on the National Council if any National Council Member:
  - (i) dies;
  - (ii) retires or resigns their position by notice in writing to the Secretary;
  - (iii) ceases to be a Member of NSA;
  - (iv) becomes a bankrupt or has any criminal conviction for a crime involving dishonesty, or any criminal conviction which is punishable by imprisonment recorded against them;
  - (v) is absent from two (2) consecutive meetings of the National Council without leave of the Board;
  - (vi) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the laws relating to mental health.

## 6.6 Nomination Procedures for Directors

- (a) If there is a vacancy on the Board, the Board must:
  - (i) Widely publish an invitation likely to come to the attention of all Members and other appropriate people who are eligible to be Members inviting them to nominate as candidates for the Board.

- (ii) Ensure all nominations and recommendations follow the requirements of the Board Charter provided to the Board sub-Committee who will be provided with all necessary resources to discharge its responsibilities under this Rule.

## **7 MEMBERSHIP**

### **7.1 Members on adoption of Constitution**

- (a) The Members of NSA at the time of the adoption of this Constitution shall continue to be Members of NSA following the adoption of this Constitution.
- (b) Members will either be:
  - (i) Members of the Company – these Members WILL HAVE voting rights and will be referred to as Members of the Company or National Council within this Constitution:
    - A. Upon being appointed as a Director any person who is not already a Member of the Company is deemed to have consented to become a Member of the Company and to have agreed to be bound by the Constitution and provide the guarantee specified in Rule 31.2.
    - B. Upon becoming a National Council Member any person who is not already a Member of the Company is deemed to have consented to become a Member of the Company and to have agreed to be bound by the Constitution and provide the guarantee specified in Rule 31.2.
  - (ii) Members of the Organisation – these Members DO NOT have voting rights and are categorized as per Rule 8.

### **7.2 Application for Membership**

- (a) Any person who or organisation that:
  - (i) has an interest in Older Australian issues; or
  - (ii) is an Older Australian aged fifty (50) years or over; or
  - (iii) is a Spouse of a person falling under Rule 7.2(a)(ii); and
  - (iv) agrees to be bound by the Rules of NSA;may become a Member of the Organisation that is NSA.
- (b) Every applicant for Membership in NSA must:
  - (i) submit to NSA an application in a format or style determined by the Chief Executive Officer from time to time; and
  - (ii) include together with this application, payment of the subscription fee to NSA.
- (c) An applicant may nominate on the Membership application or by any other communication that he wishes to belong to a Recognised Branch and the particular Recognised Branch he wishes to belong to.



### **7.3 Determination of Membership application**

NSA is not required to give or assign any reason or explanation for the approval or rejection of any application for Membership.

### **7.4 Notification of determination**

- (a) When an application for Membership for the Company or the Organisation has been accepted, NSA shall notify the applicant in writing that their application has been approved and shall enter the applicant's name and details in NSA's Register of Members of the Company or Members of the Organisation.
- (b) When an application for Membership is rejected, NSA shall notify the applicant in writing that their application has been rejected and shall refund in full the subscription fee paid by that applicant.
- (c) Where a Member nominates that he wishes to join a Recognised Branch, the Member and Branch will be formally notified by NSA.

### **7.5 Unlimited Members**

The number of Members of NSA is unlimited.

### **7.6 Registers to be kept**

- (a) Members of the Company - NSA must keep a Register of all the names and residential addresses of all persons who are Members of the Company, the dates of their admission and cessation as Members of the Company, and further particulars as NSA may reasonably and lawfully require from time to time.
- (b) Members of the Organisation – NSA must keep a register of all non-voting Members which may be kept electronically.

### **7.7 Assignability of Membership**

Membership of the Organisation under Rule 7.1(b)(ii) may be assigned or transferred upon the death of a Member or under circumstances as determined by the CEO.

## **8 CATEGORIES OF MEMBERS WHO DO NOT HAVE VOTING RIGHTS**

### **8.1 Categories of Membership generally**

- (a) A person who, or organisation that, meets the requirement of Rule 7.2 may be admitted to one of the following Membership categories:
  - (i) Ordinary Members who may or may not be Branch Members;
  - (ii) Honorary Life Membership (awarded);
  - (iii) Corporate Members, being any company with similar interests to NSA;

- (iv) Associate Members, being any club or association with similar interests to NSA;
- (v) Support Members, being any other person, company or association with similar interests to NSA; and
- (vi) Such other categories as NSA may determine from time to time.

## **8.2 Admission of Honorary Life Members**

- (a) Any two (2) Ordinary Members may nominate a person for Membership to the class of an 'Honorary Life Member'.
- (b) The Board may accept into Membership as a 'Honorary Life Member' any person whose contribution to NSA is considered by the Board to be exceptional and who meets the criteria as decided by the Board from time to time.
- (c) An Honorary Life Member is not liable to pay annual Membership fees.

## **8.3 Limited Rights of Certain Members**

- (a) Unless they are a Member in their own right, Corporate Members, Associate Members and Support Members:
  - (i) shall not be entitled to a vote at meetings or to vote for Directors;
  - (ii) shall not be eligible to be appointed as Directors;
  - (iii) shall not be entitled to nominate any person for election as a Director; but
  - (iv) shall be entitled to attend general meetings; and
  - (v) shall be entitled to be heard on any question before a general meeting subject to the direction of the Chairperson.

# **9 OBLIGATIONS OF MEMBERS**

## **9.1 Duties of Members**

- (a) Every Member agrees:
  - (i) to support and promote the objects of NSA;
  - (ii) to respect the Constitution of NSA; and
  - (iii) not to conduct themselves in a manner contrary to the best interests and objects of NSA.

# **10 CESSATION OF MEMBERSHIP**

## **10.1 When Membership ceases**

- (a) A Member shall cease to be a Member of the Company and/or a Member of the Organisation:

- (i) if the Member resigns from Membership by giving notice in writing to NSA and such resignation shall be effective from the date of receipt of the notice; or
- (ii) if, in the case where a Member is required to pay subscription fees, such fees are in arrears for a period of three (3) months or more; or
- (iii) if the Member is expelled from Membership in accordance with Rule 10.2; or
- (iv) if the Member dies.
- (v) if the Member is a Director and ceases to be a Director; or
- (vi) if the member is a National Council Member and ceases to be a National Council Member.

## **10.2 Suspension or Expulsion of Members**

- (a) A Member may be suspended or expelled from Membership of NSA:
  - (i) if their conduct is persistently inconsistent with expectations of Membership set out in this Constitution;
  - (ii) if they engage in conduct which is very injurious or patently prejudicial to the interests of NSA;
  - (iii) if they misuse information of NSA and in particular, Membership details.
- (b) If the Board or its delegate considers that the conduct of a Member warrants suspension or expulsion because of one of the reasons listed in Rule 10.2(a), the Board must give notice in writing to the Member of the proposed suspension or expulsion.
- (c) At the time the Board or its delegate considers the proposed resolution, the Member is entitled:
  - (i) to be present with or without the Member's personal representative; and
  - (ii) to be heard, either in person or through the Member's personal representative.

## **10.3 Liability for subscription fees**

If a Member's Membership is terminated for any reason, notwithstanding anything else to the contrary in this Constitution, the Member shall continue to be liable for any Membership dues and all arrears due and unpaid at the date of the cessation of Membership and for all monies due by that Member to NSA.

# **11 SUBSCRIPTION FEES**

## **11.1 Obligation to pay fees**

All Members are required to pay subscription fees as determined by NSA from time to time or at the discretion of the Chief Executive Officer and approved by the Board.



## **12 GENERAL MEETINGS**

### **12.1 Annual general meeting**

- (a) An annual general meeting of NSA must be held in every calendar year within five (5) months after the end of the financial year.
- (b) The notice convening such annual general meeting must be given to all Members of NSA in accordance with Rules 12.4 and 25.1.
- (c) The only persons entitled to vote at an annual general meeting are National Council Members.

### **12.2 Directors may convene a general meeting**

- (a) Any three (3) Directors may convene a general meeting.
- (b) The notice convening a general meeting shall state the particular matter or matters to be discussed at the meeting and no business other than that specified in the notice shall be transacted.

### **12.3 Board convening general meeting at request of National Council Members**

- (a) The Board must call and arrange to hold a general meeting at the request of not less than six (6) of the National Council Members, consisting of at least two (2) Directors, two (2) General Membership representatives and two (2) Regional representatives, provided that the request from the National Council Members:
  - (i) states the resolutions to be proposed at the meeting;
  - (ii) is signed by the National Council Members making the request; and
  - (iii) is given to NSA by service upon its registered office.
- (b) Such general meeting must be held no later than two (2) months after the receipt of a duly signed request.
- (c) The notice convening such general meeting must specify the particular matter or matters to be discussed at the meeting and no business other than that specified in the requisition shall be transacted.

### **12.4 Notice of general meeting**

- (a) A general meeting may be convened by giving notice to all Members in accordance with one of the service methods listed under Rule 25.1.
- (b) A notice of a general meeting must:
  - (i) be given at least twenty-one (21) days before the date of the meeting unless otherwise agreed by all the Members entitled to attend; and
  - (ii) specify the place, the day and the time of the meeting; and
  - (iii) describe the nature of the business to be transacted at the meeting; and

- (iv) contain any other information required by the Law.
- (c) The Board may postpone a general meeting or change the venue for the meeting by giving written notice to all Members who received the original notice of meeting at least forty-eight (48) hours before the appointed time. That notice must specify the time and place for the postponed meeting.
- (d) The only persons entitled to vote at a general meeting are National Council Members.
- (e) If a Member who is entitled to a notice fails to receive a meeting notice or the Board accidentally omits to give such Member a meeting notice, that omission will not invalidate the proceedings, or any resolution passed at the meeting.

## **13 CONDUCT OF BUSINESS AT GENERAL MEETINGS**

### **13.1 Business of annual general meeting**

The business to be transacted at every annual general meeting must include all matters required by the Law and if not expressly required by the Law shall include the following unless NSA otherwise resolves:

- (a) the consideration of the following reports:
  - (i) annual financial report;
  - (ii) Directors' report; and
  - (iii) Auditor's report;
- (b) the election of Directors;
- (c) the appointment of the Auditor;
- (d) the fixing of the Auditor's remuneration; and
- (e) any other business of which proper notice has been given.

### **13.2 Quorum**

A quorum for an annual general meeting, a general meeting or a meeting of the National Council is present when the number of National Council Members present and entitled to vote includes at least 50% of Directors present in person, and at least 50% of Regional representatives appointed under Rule 6.5(c)(ii) and at least 50% of General Membership representatives appointed under Rule 6.5(c)(iii) present in person or by proxy. A proxy appointment by a Regional representative or a General Membership representative shall only count towards determining whether a quorum is present if the Chairperson of the National Council or another National Council member is appointed as their proxy.

### **13.3 No business without quorum**

No business shall be transacted at any meeting convened by the National Council unless a quorum is present at the time when the meeting proceeds to business. Each individual present may only be counted once towards a quorum. If a Member has appointed more than one (1) proxy only one (1) of them may be counted toward a quorum. A quorum must be present during the entire meeting.

### **13.4 Procedure where no quorum**

- (a) If within thirty (30) minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of the National Council Members in accordance with Rule 12.3, will be dissolved.
- (b) In any other case it shall stand adjourned to the same day in the next week, at the same time and place or to such other day and or such other time and place as the Board may determine.

### **13.5 Chairperson of National Council meetings**

- (a) The Chairperson of the Board, or the Deputy Chairperson of the Board in the Chairperson's absence, will be the chairperson at all general meeting and all National Council meetings.
- (b) If:
  - (i) there is no Chairperson or Deputy Chairperson;
  - (ii) neither the Chairperson nor Deputy Chairperson is present within fifteen (15) minutes after the time appointed for the holding of the general meeting or National Council meeting (as applicable); or
  - (iii) the Chairperson and Deputy Chairperson are unwilling to act as chairperson of the general meeting or National Council meeting (as applicable),

the Directors present may elect a chairperson of the general meeting or National Council meeting (as applicable).

### **13.6 Casting vote**

The Chairperson has a casting vote in addition to any vote the Chairperson has as a Member of National Council.

### **13.7 Adjournment of meeting**

- (a) The Chairperson may with the consent of any meeting (decided by simple majority) at which a quorum is present adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (b) If a meeting is to be adjourned for thirty (30) days or more, notice of the adjourned meeting must be given as if it were an original meeting.
- (c) A notice of meeting is not required to be given for an adjourned meeting where the adjournment is for less than thirty (30) days.

### **13.8 Show of hands or poll**

At any general meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:

- (a) by the Chairperson; or
- (b) by at least three (3) National Council Members present in person.

### **13.9 Declaration on show of hands**

If a poll is not demanded, the Chairperson's declaration that a resolution has been carried or lost with an entry to that effect in the minute book is conclusive evidence of the fact. It is not necessary to record the number or proportion of votes recorded for or against the resolution.

### **13.10 Poll requested**

- (a) A poll will be taken immediately if one is demanded or at any other time after an interval or adjournment or otherwise as the Chairperson decides. The result of the poll will be recorded as the resolution of the meeting at which the poll was demanded.
- (b) The Chairperson may determine any dispute about the admission or rejection of a vote and the Chairperson's determination, if made in good faith, will be final and conclusive.

### **13.11 Withdrawal of poll**

The demand for a poll may be withdrawn at any time.

### **13.12 Voting**

- (a) All National Council Members present in person or holding a proxy may vote.
- (b) On a show of hands each National Council Member has one (1) vote in addition to proxy votes held, and on a poll, each National Council Member present has one (1) vote in addition to proxy votes held.
- (c) On a show of hands each National Council Member has one (1) vote in addition to proxy votes held at a National Council meeting, and on a poll at a National Council meeting, each National Council Member present has one (1) vote in addition to proxy votes held.
- (d) All proxies must be in writing and signed by both the National Council Member giving the proxy and the National Council Member agreeing to act as the proxy. All such proxies will be provided to the Secretary at least 48 hours (unless otherwise specified in the notice of meeting to which the proxy relates) before any such meeting commences who will declare such valid proxies.

### **13.13 Meeting by electronic communication**

- (a) For the purpose of this Constitution, the contemporaneous linking together by Electronic Communication Device at two (2) or more venues of a number of National Council Members being not less than the quorum (whether or not any one or more of the National Council Members is out of Australia), shall be deemed to constitute a meeting of the National Council duly convened and held with persons actually present so long as:
  - (iv) all the National Council Members being entitled to receive notice of an

annual general or general meeting shall receive notice of such a meeting and such notice may be given by any means authorised by this Constitution;

- (v) each of the National Council Members taking part in the meeting by Electronic Communication Device is able to hear the Chairperson and each of the other National Council Members taking part during the meeting; and
  - (vi) at the commencement of the meeting, each National Council Member acknowledges his presence to all the other persons taking part.
- (b) A National Council Member may not leave the meeting by disconnecting his Electronic Communication Device unless the person has previously obtained the consent of the Chairperson of the meeting.
- (c) A meeting of the National Council by Electronic Communication Device shall not be invalidated by any voluntary or involuntary disconnection of a participant, provided sufficient Members are still able to hear each other to constitute a quorum. If, before or during a meeting of Members any technical difficulty occurs where one (1) or more Members may not be able to participate, the Chairperson may:
- (i) adjourn the meeting until the difficulty is remedied; or
  - (ii) where a quorum remains present (in the venue at which the Chairperson is present) and able to participate, subject to the Law, continue the meeting.
- (d) A minute of the proceedings at a meeting by Electronic Communication Device shall be prepared by the Secretary or such duly appointed person and shall be prima facie evidence of the proceedings and of the observance of all necessary formalities if certified as a correct minute by the Chairperson of the meeting.

### **13.14 Voting where interested**

A National Council Member must not vote on a motion in relation to a particular matter at a meeting of NSA if the National Council Member has a material personal interest in the resolution of that matter.

### **13.15 Motion to rescind act of Board**

If at any general meeting requisitioned in accordance with Rule 12.3, a motion is put disapproving of or calling for a rescission or variation of any act of the Board (except for the appointment of a person to fill a vacancy in the Board), such motion shall require a majority of at least seventy-five per cent (75%) of the National Council Members present, entitled, and actually voting before such motion is passed and, if such motion is passed, the Board shall act in accordance with the motion as soon as is practical thereafter provided it is then possible to rescind or vary the act of the Board which is the subject of the motion.

### **13.16 Representatives of Corporations and Associations**

- (a) Any Member of the Organisation which is a corporation, or an association may appoint a person as their Organisational representative.

- (b) The Chairperson of a general meeting may permit a person claiming to be an Organisational representative to attend if they have produced a document evidencing their appointment.

## **14 DIRECTORS**

### **14.1 Appointment to the Board**

- (a) NSA shall be governed by a Board of Directors.
- (b) Candidates for Directors shall be recommended to the Board as Directors by the Board sub-Committee.
- (c) All Directors must be Members of the Company at the time of their appointment to office.
- (d) Directors appointed to fill casual vacancies must retire as a Director at the conclusion of the next annual general meeting following the appointment of that Director to fill the vacancy but, subject to Rule 14.5(d), will be eligible for appointment for a 3-year term at the annual general meeting at which they retire.

### **14.2 Number of Directors**

- (a) The number of Directors must not be less than six (6) and not more than nine (9).
- (b) The Board may by ordinary resolution increase or decrease the number of Directors but must not reduce the minimum number of Directors below six (6) or such other number as shall be permitted by the Law from time to time.

### **14.3 Directors on adoption of Constitution**

The Directors of NSA at the time of adoption of this Constitution shall continue in that office under this Constitution.

### **14.4 Office of Directors**

Subject to the rotation process in Rule 14.5 and Rule 15.2, each Director shall take office at the first meeting of the Board after the general meeting at which they are appointed, and their term ends at the end of the third annual general meeting after the annual general meeting at which the Director is appointed.

### **14.5 Rotation of Directors**

- (a) At the next annual general meeting after adoption of this Constitution and at every annual general meeting thereafter, the Directors who have served three (3) continuous years in office since last being elected must retire from office.
- (b) Directors who are retiring under Rule 14.5(a), may offer themselves for re-election.
- (c) A person is not eligible to be elected as a Director if at the time of commencement of the next annual general meeting the person will have served as a Director of the company for more than three (3) terms or nine (9)

years from the date of their first appointment by an annual general meeting, whichever is the greater.

- (d) Notwithstanding Rules 14.1(b), 14.4 and 14.5(c), a retiring Director who would otherwise not be eligible under Rule 14.5(c) to be appointed as a Director for a further term may be appointed for one further one-year term only provided that:
- (i) The Director is, before the expiry of their term, nominated by the Board for appointment, at its discretion,
  - (ii) The Director is appointed as a Director at the next annual general meeting for one further one- year term only,
  - (iii) such appointment would not result in the maximum number of Directors prescribed in Rule 14.2(a) being exceeded.

If appointed, such Director will stay in office until:

- (iv) The office automatically becomes vacant; or
- (v) The Director resigns; or
- (vi) The Director is removed by the Members.
- (vii) otherwise at the conclusion of the next annual general meeting following the appointment of that Director

## **15 VACANCIES ON BOARD**

### **15.1 Vacancy on Board**

A vacancy occurs on the Board if any Director:

- (a) dies;
- (b) retires or resigns their position by notice in writing to the Secretary;
- (c) ceases to be a Member of NSA;
- (d) becomes a bankrupt or has any criminal conviction for a crime involving dishonesty, or any criminal conviction which is punishable by imprisonment recorded against them;
- (e) is absent from three (3) consecutive meetings of the Board without leave of the Board;
- (f) is prohibited from being a Director of NSA by reason of any order made under the Law; or
- (g) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the laws relating to mental health.

### **15.2 Filling of vacancy**

If there is a vacancy on the Board, the Board may appoint such Member as it thinks fit and is recommended to it by the Board sub-Committee to fill the vacancy and the person so appointed shall hold office, subject to this Constitution and Rule 14.1 (d), until the conclusion of the next annual general meeting following the date of their appointment.

## **16 POWERS AND DUTIES OF THE BOARD**

### **16.1 Powers and duties of the Board**

Subject to the Law and to any other provisions of this Constitution, the Board:

- (a) shall appoint and may dismiss a CEO on such terms and conditions as the Board shall determine;
- (b) shall govern NSA and its activities;
- (c) may borrow, raise or secure the payment of amounts;
- (d) may mortgage or charge the whole or part of NSA's property;
- (e) may exercise all the powers of NSA except any powers that, by the Law or by this Constitution are required to be exercised by NSA in general meeting.

### **16.2 Specific powers of Board**

Without derogating from the generality of Rule 16.1, the Board has the following specific powers:

- (a) to be the final determinant of all NSA public policy issues;
- (b) to purchase, lease, sell, exchange or otherwise acquire or dispose of shares and other securities, real or personal property or any interest therein for such consideration and on such terms and conditions as it deems advisable;
- (c) to create, acquire or dispose of other entities;
- (d) to authorise any person or persons to sign all cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and to sign all receipts for money paid to NSA as the case may be;
- (e) to enter into alliances, sponsorships, affiliation agreements, associations and preferred supplier status with corporations, businesses and other persons who, or which (as the case may be) may be able to assist NSA in carrying out its objects;
- (f) to authorise the borrowing of funds to be applied for the purposes of NSA;
- (g) to invest funds in accordance with an agreed Investment Policy as determined by the Board from time to time, in order to preserve and/or build capital so as to improve the sustainability of NSA;
- (h) to decide the manner (including the use of facsimile signatures if thought appropriate) in which negotiable instruments can be executed, accepted or endorsed for and on behalf of the Company.

### **16.3 Committees and Sub-committees**

- (a) The Board may create, supervise and dissolve such Committees and sub-Committees with or without specified powers delegated by the Board and may appoint and remove persons thereto as it thinks fit from time to time subject to the requirements set out in this Constitution.



- (b) A Committee or sub-Committee must:
  - (i) exercise any powers delegated to it by the Board in accordance with any directions of the Board and a power exercised in that way is taken to have been exercised by the Board;
  - (ii) unless otherwise specified in this Constitution be comprised in the manner approved by the Board from time to time; and
  - (iii) conduct the functions approved by the Board from time to time.
- (c) Meetings of any Committee or sub-Committee will be governed by the provisions of this Constitution which deal with Directors' meetings so far as they are applicable and are not inconsistent with any directions of the Board. The provisions apply as if each member of a Committee or sub-Committee was a Director.

## **16.4 Minutes to be kept**

The Board shall cause minutes to be taken which will include:

- (a) the time, date, location and attendance at all meetings of NSA and of the Board;
- (b) all proceedings and resolutions of NSA and of the Board; and

such minutes shall be signed certifying that they are a true and accurate record by the Chairperson of the meeting at which the proceedings were held or by the Chairperson of the next succeeding meeting upon confirmation by a simple majority of such meeting.

## **17 PROCEEDINGS OF THE BOARD**

### **17.1 Regulation of meeting**

- (a) The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit.
- (b) Two (2) or more Directors, or the Chairperson alone, may at any time call a meeting and the CEO or Secretary shall, on their requisition, summon a meeting of the Board.

### **17.2 Notice of meeting**

Notice of every meeting of the Board, stating in general terms all business to be considered at such meeting, shall be sent to each Director at least three (3) days before such meeting is due to be held unless urgent circumstances require shorter notice.

### **17.3 Decisions by majority**

- (a) Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of votes. A determination by a majority of the Directors present shall for all purposes be deemed to be a determination of the Board.
- (b) The Chairperson has a casting vote in addition to any vote the Chairperson

has as a Member.

#### **17.4 Quorum**

- (a) The quorum necessary for the transaction of the business of the Board shall be a majority of the total number of Directors.
- (b) A quorum must be present throughout each meeting of the Board. If a quorum is not present at any time, the meeting is not validly convened.

#### **17.5 Board to continue to act**

- (a) If a vacancy on the Board occurs, then the remaining Directors may continue to act provided that the number of Directors does not fall below five (5).
- (b) If the number of remaining Directors falls below five (5), then the Board -and its sub-Committee must commence its process to source candidates to be recommended as Directors for appointment by the Board.
- (c) If the number of Directors falls below 5, the Directors must not act except for appointing one or more additional Directors or to call, and arrange to hold, a meeting of Members.

#### **17.6 Validity of acts of Board**

- (a) An act done by a Director is effective even if their appointment or the continuance of their appointment is invalid, because the Director did not comply with NSA's Constitution or any provision of the Law.
- (b) Rule 17.6(a) does not deal with the question of whether an effective act done by a Director:
  - (i) binds NSA in its dealings with other people; or
  - (ii) makes NSA liable to another person.
- (c) The kinds of acts contemplated by Rule 17.6(a) are those that are only legally effective if the person doing them is a Director. These acts include: calling a meeting of the company's Members, signing a document to be lodged with ASIC, or certifying minutes of a meeting.

#### **17.7 Delegation of powers**

- (a) The Board may delegate any of its powers and functions (not being duties imposed on the Board as the Directors of NSA by the Law or the meeting of the National Council) to one or more subcommittees or any other person or persons.
- (b) Any sub-committee so formed shall comprise persons who are Members of NSA and must include at least one (1) Director and shall conform to any terms of reference imposed by the Board and shall report as required by the Board.
- (c) The Board may appoint a person to be the company's attorney for purposes, with powers (being the Board's powers), for the period and on terms the Board determines. In particular, the power of attorney may include terms protecting persons dealing with the attorney, as the Board determines.

## **17.8 Resolution of the Board in writing**

- (a) A resolution in writing of which notice has been given to all Directors and which is approved by 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 the Board) is a valid resolution of the Board. The resolution may consist of several documents in the same form each approved by one or more of the Directors.
- (b) For the purposes of Rule 17.8(a):
  - (i) a reference to 'all Directors' does not include a reference to:
    - A. a Director who, at a meeting of Directors, would not be entitled to vote on the resolution;
    - B. a Director who disqualifies themselves from considering the resolution in question; and
    - C. a Director on leave of absence approved by the Board.
  - (ii) A statement sent electronically by a Director to an agreed electronic address stating that they are in favour of a specified resolution shall be taken to be a document containing that statement and duly approved by the Director. Such document shall be taken to have been approved by the Director at the time of its receipt at the agreed electronic address.
- (c) A resolution in writing under Rule 17.8(a) shall be deemed to have been passed at a meeting of the Directors held on the day and at the time at which the document was last approved by a Director and the document shall be recorded by the Secretary in the minute book.

## **17.9 Meeting by electronic communication**

- (a) The Board may meet for the conduct of business through the contemporaneous linking together by Electronic Communication Device.
- (b) The rules under Rule 13.13 for the conduct of meetings by electronic communication are applicable here.

## **18 CHAIRPERSON OF BOARD MEETINGS**

### **18.1 Election of Chairperson for the Board**

- (a) The Board shall elect by a simple majority one (1) from their number at the first meeting after each annual general meeting to preside as the Chairperson at each meeting of the Board.
- (b) The Board Member elected to the position as Chairperson will be called the Chairperson.

### **18.2 Election of Deputy Chairperson for the Board**

- (a) The Board shall elect by a simple majority one (1) from their number at the first meeting after each annual general meeting to the position of Deputy Chairperson.

- (b) The Deputy Chairperson shall preside as the Chairperson at each meeting of the Board if the Chairperson is unwilling to act or unable to attend any Board meetings.
- (c) The Deputy Chairperson will perform such other duties as from time to time may be assigned to them by the Chairperson or the Board, specifically including but not limited to discharging the functions of the Chairperson in the absence of the Chairperson and when so doing, having all the powers of the Chairperson.
- (d) If the Chairperson, or the Deputy Chairperson in the Chairperson's absence, is not present at any Directors' meeting within 10 minutes after the time appointed for the meeting to begin, the Directors present must elect a Director to be chairperson of the meeting.

### **18.3 Chairperson's Membership of Committees**

The Chairperson is an ex-officio member of all committees from time to time created and shall be notified of the time and place of all meetings of committees unless the Chairperson or the Board otherwise directs. The Chairperson may appoint a nominee to act on his behalf.

## **19 CHIEF EXECUTIVE OFFICER**

- (a) The CEO shall be responsible for carrying out the policies of the Board and the day-to-day leadership and management of NSA.
- (b) The Board may appoint the CEO for any period (but not for life) and on any terms as they think fit.
- (c) The CEO shall attend all meetings of the Board unless otherwise directed by the Board but may not vote.
- (d) The Board may, subject to the terms of the CEO's employment contract, suspend, remove or dismiss him or her from that office and appoint another person in that place.
- (e) If a CEO is suspended from office, he or she will not be entitled to attend any meetings of the Board.

## **20 SECRETARY**

- (a) The Board shall appoint and remove a Secretary on the recommendation of the CEO.
- (b) The Board may, subject to the terms of the Secretary's employment contract, suspend, remove or dismiss the Secretary.
- (c) The Secretary does not have the right to vote.
- (d) The duties of the Secretary will include:
  - (i) keeping the minutes of all Board meetings;
  - (ii) ensuring that all notices are given in accordance with the Constitution or as required by the Law;
  - (iii) acting as custodian of the corporate records; and

- (iv) performing all duties incidental to the office of Secretary.

## **21 TRANSACTIONS WITH DIRECTORS**

### **21.1 Remuneration and Allowances of Directors**

- (a) The Directors of NSA shall be remunerated at not more than the amount agreed at a general meeting and in accordance with the Remuneration Policy reviewed annually by the Board.
- (b) The Directors and Chairperson shall also be reimbursed for all expenses reasonably incurred in the discharge of their duties including travelling and accommodation expenses. A note of disclosure is to be included in the annual financial statements in accordance with good governance principles.

### **21.2 Disclosure of Interests**

- (a) As required by the Law, a Director must give the Directors notice of any material personal interest in a matter that relates to the affairs of NSA.
- (b) Subject to the provisions of this Rule 21.2, a Director or a body or entity in which a Director has a direct or indirect interest may:
  - (i) enter into any agreement or arrangement with NSA;
  - (ii) hold any office or place of profit other than as auditor in the Company; and
  - (iii) act in a professional capacity other than as auditor for the Company, and the Director or the body or entity can receive and keep beneficially any remuneration, profits or benefits under any agreement or arrangement with NSA or from holding an office or place of profit in or acting in a capacity with NSA.
- (c) The fact that a Director holds office as a Director, and has fiduciary obligations arising out of that office:
  - (iv) will not void or render voidable a contract made by a Director with NSA;
  - (v) will not void or render voidable a contract or arrangement entered into by or on behalf of NSA and in which the Director may have any interest; and
  - (vi) will not require the Director to account to NSA for any profit realised by or under any contract or arrangement entered into by or on behalf of NSA and in which the Director may have any interest.
- (d) As required by the Law, a Director who has a material personal interest in a matter that is being considered at a Directors' meeting must not:
  - (vii) be present while the matter is being considered at the meeting; or
  - (viii) vote on the matter, unless permitted to do so by the Law, in which case the Director may:
    - (ix) be counted in determining whether or not a quorum is present at any meeting of Directors considering that contract or arrangement or proposed contract or arrangement;
    - (x) sign or countersign any document relating to that contract or

- arrangement or proposed contract or arrangement; and
- (xi) vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement.

## **22 SIGNING BY NSA**

NSA may execute a document if the document is signed by:

- (a) two (2) Directors of NSA; or
- (b) a Director and the Secretary of NSA;

## **23 ACCOUNTS**

### **23.1 Proper records to be kept**

- (a) The Board must ensure that proper accounting and other records are kept and unless the Board otherwise resolves, the responsibility for the preparation, preservation, access to and destruction of such records shall be with the CEO.
- (b) At the end of each financial year prior to the annual general meeting, the following financial statements must be made available to the Members by any of the methods referred to in Rule 25.1:
  - (i) the financial report for the year;
  - (ii) the Directors' report for the year; and
  - (iii) the Auditors report on the financial report.

## **24 AUDIT**

NSA must appoint a properly qualified independent Auditor who shall report and otherwise discharge their duties as Auditor of NSA under the Law.

## **25 NOTICES AND REPORTS**

### **25.1 Service of notices**

Where the Constitution or the Law requires or permits a document to be served on, given, sent or dispatched to any person, the document may be served on the person:

- (a) by delivering it personally; or
- (b) by posting it to the person's registered address; or
- (c) by faxing it to the person's registered facsimile number; or
- (d) by emailing to the person's email address; or
- (e) by sending it by SMS to the person's mobile number; or
- (f) by publication in NSA's website; or
- (g) by publication in the NSA magazine; or

- (h) by any other means authorised by the Law.

## **25.2 Notice by post**

Where a notice is sent by post, service of the notice shall be deemed to be effective by properly addressing, prepaying and posting a letter containing the notice, whether the notice forms part of or is accompanied by other material, and to have been effected in the case of a notice of a meeting, on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

## **25.3 Notice by facsimile or SMS**

Where a notice is sent by facsimile or SMS, service of the notice shall be deemed to be effected on the date of its transmission.

## **25.4 Notice by email**

Where a notice is sent by email, service of the notice shall be deemed to be effected when notification that the email has been delivered is received from the Member's email server.

## **26 INDEMNITY**

To the extent permitted by the Law, NSA will indemnify every person who is or has been an officer or employee of NSA against any liability incurred by that person in their capacity as an officer or employee of NSA:

- (a) to any other person unless the liability arises out of conduct involving a lack of good faith; and
- (b) for costs and expenses:
  - (i) in defending proceedings, whether civil or criminal in which judgment is given in favour of the person or in which the person is acquitted;
  - (ii) in connection with an application in relation to those proceedings, in which the court grants relief to the person under the Law.

## **27 INSURANCE**

- (a) NSA may, where the Board considers it appropriate to do so, pay, or agree to pay, a premium in respect of a contract insuring a person who is or has been an officer or employee of NSA against any of the following liabilities incurred by the person as such a Director, Office-Bearer or employee, namely:
  - (i) any liability which does not arise out of conduct involving a wilful breach of duty in relation to NSA;
  - (ii) any liability for costs and expenses incurred by the person in defending proceedings, whether civil or criminal, whatever their outcome, and without the qualifications set out in Rule 27(a)(i).
- (b) Notwithstanding anything in this Constitution to the contrary, a Director is not precluded from voting in respect of any contract or proposed contract of indemnity or

insurance, merely because the contract indemnifies or insures or would indemnify or insure the Director against a liability incurred by the Director as a Director of NSA.

## **28 ALTERATION OF CONSTITUTION**

### **28.1 Method of altering Constitution**

This Constitution or any other constitution for the time being in force, may be altered, rescinded or repealed and a new constitution may be adopted by special resolution passed by at least seventy-five per cent (75%) of the votes cast by National Council Members entitled to vote on the resolution in a general meeting in the manner prescribed by the Law.

## **29 APPLICATION OF INCOME AND PROPERTY**

### **29.1 No distribution to Members or payments to Directors**

- (a) The income and property of NSA shall be applied solely towards the promotion of the objects of NSA set out in Rule 4 and no portion shall be paid or transferred directly or indirectly by way of bonus, dividends or otherwise howsoever by way of profit to the Members or as fees to the Directors, except for the following payments provided the payments are made in good faith:
- (i) payments to a Member in return for any services actually rendered to NSA or for goods supplied in the ordinary and usual way of business to NSA;
  - (ii) payment of expenses incurred by a Director, Secretary or employee of NSA;
  - (iii) payment for any service rendered to NSA by a Director in a professional or technical capacity, other than in the capacity as a Director, where the provision of the service has the prior approval of the Directors of NSA 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;
  - (iv) payment of any salary or wage due to a Director as an employee of NSA where the terms of employment have been approved by the Board; or
  - (v) payment for services rendered to NSA by a Director in the capacity as a Director in accordance with Rule 19.1.
- (b) It is an express condition of this Constitution that the distribution of income and/or property to Members is prohibited except in accordance with this Rule.

## **30 AMALGAMATION**

- (a) In furtherance of the objects of NSA, NSA may amalgamate with any one or more organisations having objects similar to those of NSA and which prohibit the distribution of its or their income and property amongst its or their Members to an extent at least as great as that imposed upon NSA (if any).
- (b) Any amalgamation must be approved by a seventy-five per cent (75%)



majority of the National Council.

## **31 WINDING UP OR DISSOLUTION**

### **31.1 Members liability limited**

The liability of the Members is limited.

### **31.2 Members contribution on winding up**

Every Member of the Company undertakes to contribute to the assets of NSA in the event of its being wound up while that person is a Member of the Company or within one (1) year afterwards for payment of the debts and liabilities of NSA contracted before that person ceases to be a Member of the Company and the costs, charges and expenses of winding up provided that the amount that may be required from any Member of the Company shall not exceed two dollars (\$2.00).

### **31.3 Winding up or Dissolution**

If after winding up or dissolution of NSA any surplus assets remain, after payment of all its debts and liabilities, that surplus will not be paid to or distributed to Members or Directors, but will be given or transferred to one or more organisations which are registered charities:

- (a) which have charitable purposes similar to, or inclusive of, the Principal Object and its constituent documents require it to apply its income in promoting the objects; and
- (b) which also prohibit the distribution of any surplus assets to their Members to at least the same extent as NSA pursuant to Rule 29.1; and
- (c) is a fund, authority or institution approved by the Commissioner of Taxation as a fund, authority or institution referred to in Division 30 of the *Income Tax Assessment Act 1997* (Cth) to which income tax deductible gifts can be made, such organisations to be determined by the Board at or before the winding up and in default, by application to the Supreme Court of Queensland for determination.