



**Rural Doctors
Foundation.**

Caring • Committed • Connected



CONSTITUTION 2023

Version 3.1
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Our Vision, Purpose and Values

Our vision

Rural doctors for rural communities.

Our purpose

To support better health in rural and remote communities.

Our values

Courage: We will act with conviction and integrity and take informed risks.

Trust: We will be credible, reliable, connected and selfless.

Care: We will be diligent, compassionate, responsive and effective.

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Rural Doctors Foundation acknowledges the ongoing dedication of rural doctors, their colleagues, family and community members to provide caring, committed health care in Rural Australia. The Foundation supports and encourages their ability to connect with each other to overcome adversity, focusing on better health outcomes for generations of Rural Australians.

We acknowledge and extend our sincere respect and appreciation to the Turrbal People – the traditional Owners of the land on which our office is located. We also acknowledge the Traditional Custodians of the lands where we implement our programs. We acknowledge their connections to land, sea and community. We pay respect to their ancient and continuing cultures, and to their Elders, past, present and emerging.

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Image acknowledgments:
Cover and internal images –
Dr Michael Rice

A rural landscape featuring rolling green and yellow hills. In the middle ground, a farm with several buildings, including a large white barn, is visible. The sky is filled with large, grey, dramatic clouds. A dark blue curved line and a light blue curved line are overlaid on the image.

1 Definitions and interpretation

1. Definitions and interpretation

1.1 Definitions

Unless the context or subject matter otherwise requires:

Board Chair means the presiding officer of the Board elected or appointed in accordance with Rule 3.7.1.

Committee means a Committee of the Board which has been established under the direction of the Board which will operate within the Board approved Terms of Reference.

Committee Chair means the Committee Chair of a Committee elected by the Board in accord with Rule 7.4 of this Constitution.

Constitution means those rules for the operation of the Foundation set out in this Constitution.

Deputy Chair means the Deputy Chair of the Board elected or appointed in accordance with Rule 3.7.

Director means a Director of the Foundation appointed in accordance with Rule 3.2

Foundation means the company whose members have adopted this Constitution.

Law means the Corporations Act 2001 (Cth).

Member means any person whose name appears in the Register as a Member of the Foundation.

Notice Address means the last address for a person as recorded in the records of the Foundation and may include electronic mail addresses.

Ordinary Resolution means a resolution passed by a simple majority of Members.

Prescribed Rate means the rate specified by the Foundation from time to time expressed as a rate per cent per annum or if no rate is specified, the Prescribed Rate is 8% per annum.

Register means the Register of Members of the Foundation required to be kept by section 169 of the Law.

Related Body Corporate of a body corporate is a body corporate which is related to that body corporate within the meaning of the Law.

Remote means towns classified under the Modified Monash Model 6-7.

Rules means the provisions of this Constitution and Rule means any one of them.

Rural means towns classified under the Modified Monash Model 3-5.

Secretary means the Secretary of the Board elected or appointed in accordance with Rule 3.7 and any other person appointed to perform, whether alone or in addition to any other person or persons, the duties of Secretary of the Foundation.

Special Resolution has the meaning assigned to that expression by section 9 of the Law.

Subordinate Regulations means any code of conduct, rules, by-laws, regulations or standards issued from time to time by the Foundation under Rule 2.8 and Subordinate Regulation means any of them.

Treasurer means the Treasurer of the Board elected or appointed in accordance with Rule 3.7.

1.2 Interpretation

Unless the context or subject matter otherwise requires, references to:

- a. singular words include the plural and vice versa
- b. any gender include every gender
- c. persons include a natural person, corporations, trusts, associations, partnerships, government authorities, and other legal entities, and where necessary, includes successors and assigns
- d. writing includes printing, typing, facsimile and other means of representing or reproducing words, figures, drawings or symbols in a visible and tangible or electronic form, in English
- e. signature and signing means due execution of a document by a person, corporation or other relevant entity and include signing by an agent or attorney or representative (if a body corporate)
- f. months mean calendar months
- g. statutes include statutes amending, consolidating or replacing the statutes referred to and all regulations, orders-in-council, rules, by-laws and ordinances made under those statutes
- h. sections of statutes or terms defined in statutes refer to corresponding sections or defined terms in amended, consolidated or replacement statutes
- i. an agreement or document means that agreement or document as amended, novated or supplemented
- j. a party includes that party's executors, administrators, substitutes, successors and assigns
- k. sell or sold include transfer, lease, assign, grant

options and/or any other form of disposing of or creating an interest in the thing being considered and buy or purchase will be interpreted correspondingly

- l. where a person is entitled to vote or holds the right to vote on any matter by virtue of this Constitution, the person may vote by proxy or attorney or representative (if a body corporate)
- m. headings and the table of contents are for convenience only and will be disregarded in the interpretation of this Constitution
- n. if a word or phrase is given a defined meaning, another grammatical form of that word or phrase has a corresponding meaning; and
- o. each paragraph or sub-paragraph in a list is to be read independently from the others in the list.

1.3 Actions authorised under the Law

Subject to Rule 3, where the Law authorises or permits a company to do anything if authorised by its Constitution, the Foundation is authorised or permitted to do that thing despite any other provision of this Constitution.

1.4 Corporations Act prevails

Where any provision in this Constitution is invalid or unenforceable or conflicts with any provision of the Law, it will be read and interpreted as being subject to the provisions of the Law and will be ineffective, but only to the extent of any invalidity, unenforceability or conflict.

1.5 No limit on exercise of powers

Subject to Rule 3.8.1, where the Foundation or the Directors or any other person is given a power, right or discretion under this Constitution:

- a. the power, right or discretion may be exercised absolutely without restriction unless the power, right or discretion is expressly limited: and
- b. any exercise of that power, right or discretion on any occasion will not restrict the further exercise of the power, right or discretion on any other occasion or at any time.

A rural landscape featuring a weathered wooden fence in the foreground, a road in the middle ground, and a field of sunflowers in the background. The scene is overlaid with abstract teal and blue lines.

2

Rural Doctors Foundation

2. Rural Doctors Foundation

2.1 Effects of the Constitution

This Constitution will have effect as a contract:

- a. between the Foundation and each Member;
- b. between the Foundation and each Director and Secretary; and
- c. between a Member and each other Member, under which each Member agrees to observe and perform the Rules so far as they apply to that Member.

2.2 Objects

The objects of the Foundation are to be a Health Promotion Charity and to solicit and/or receive monies through individual donations and legacies and from corporate donations, corporate sponsorships as well as from other fundraising endeavours for the purposes of applying the same towards the objects of the Foundation for the purpose of:

- a. promoting good health in rural communities when health is defined as a state of complete physical, mental and social well-being and not merely the absence of disease or infirmity
- b. relieving the suffering from human diseases of such people by improving access to health care for treatment of human disease
- c. supporting medical students and medical practitioners to acquire the skills and experience necessary for rural medical practice
- d. promoting the benefits of rural practice for medical students and medical practitioners by providing general education to them as such potential carers
- e. providing assistance and relief to medical practitioners and other health care professionals afflicted by hardship in rural communities to assist them as carers to manage and treat diseases of people in rural and remote communities
- f. providing support, either financial or in kind to rural doctors, medical students and rural and remote communities to improve health outcomes and acquiring equipment and/or aids and/or other resources not otherwise accessible by them
- g. providing general education of people in rural communities to improve health outcomes for those at risk of or suffering from human diseases in rural and remote areas and to also assist with engaging in the awareness of such communities
- h. fostering and promoting research into any aspect of health of people in rural and remote communities to improve health outcomes and assist with the prevention or control of human diseases and the causes of human diseases
- i. promoting the wellbeing of rural medical practitioners and their families to assist the medical practitioners
- j. setting up a gift fund to be maintained for the principal purpose of the Foundation and to be subject to the following:
 - i. will receive all gifts of money or property for the principal purpose of the Foundation;
 - ii. shall not receive any other money or property
 - iii. shall only be used only for the principal purpose of the Foundation; and
 - iv. in the event of the gift fund being wound up or if the endorsement (if any) of the company as a deductible gift recipient is revoked, any surplus assets of the gift fund remaining after the payment of liabilities attributable to it shall be transferred to a fund, authority or institution to which income tax deductible gifts can be made, and to do all acts and things as may be deemed reasonably necessary or incidental to the achievement of similar objects.

2.3 Public company

The Foundation is registered as a public company limited by guarantee and accordingly:

- a. the number of Members of the Foundation must not be less than one (1); and
- b. the minimum number of Directors that the Foundation must have at any time is three (3).

2.4 Powers

The Foundation may by Ordinary Resolution or Special Resolution as the Law requires, exercise any power which by the Law a company limited by guarantee may exercise if authorised by its Constitution.

2.5 Promotion of objects

The income and property of the Foundation must be applied solely for the benefit and promotion of the Foundation's objects and no part of the income or property will be:

- a. paid or transferred directly or indirectly by way of dividends, bonus or otherwise to the Members; or
- b. paid to Directors as fees or other remuneration or other benefit in money or money's worth.

2.5.1 Exception

Nothing in this Rule 2.5 precludes:

- a. payment in good faith of reasonable and proper remuneration to any Director, officer or servant of the Foundation or to any Member in return for any services rendered to the Foundation;
- b. the payment of reasonable interest on any money lent to the Foundation by any Member, Director or officer at a rate not exceeding the rate charged bona fide by the Foundation's bankers on loans of a similar amount;
- c. in the case of any Director who is engaged by the Foundation as an executive director, consultant or servant, any reasonable and proper remuneration for services provided to the Foundation;
- d. the repayment of reasonable out-of-pocket expenses properly incurred by any Director; or
- e. payment of a reasonable rental for premises demised or let by any Member to the Foundation.

2.5.2 Directors prior approval

Any payment authorised under Rule 2.5.1 may be made only with the prior written approval of the Directors.

2.6 Deductible gift recipient

If the endorsement of the Foundation as a deductible gift recipient is revoked or the Foundation's gift fund is dissolved, the following shall be transferred to another registered charity to which tax-deductible gifts can be made

- a. gifts of money or property for the principal purpose of the Foundation
- b. contributions made in relation to an eligible fundraising event held for the principal purpose of the Foundation; and
- c. money received by the Foundation because of such gifts and contributions.

2.7 Winding up or dissolution

In the event of the Foundation being wound up, any surplus assets remaining after the payment of the Foundation's liabilities shall be transferred to another charity being registered as a Health Promotion charity and having Deductible Gift Recipient Status or Public Benevolent Institution Status and with a vision aligned with that of the Foundation (as reflected in its objects and purpose).

2.8 By-laws, code of conduct etc.

- a. The Directors may at any time and from time to time issue and/or impose a code of conduct, rules and/or any other by-laws, regulations or standards for the Foundation which may deal with any matter within the power of the Directors including (without limitation):
 - i. the admission and/or disqualification or termination of Members;
 - ii. any fees and levies payable by Members;
 - iii. conditions of Membership;
 - iv. availability of services or facilities of the Foundation and/or access to them by Members;
 - v. the rights attaching to membership;
 - vi. the conditions for the use or licence of any trade or other mark or property of the Foundation; and/or
 - vii. qualifications required for membership.
- b. The Directors may at any time and from time to time without notice:
 - i. vary, amend, suspend, revoke or otherwise change any Subordinate Regulation;
 - ii. make new Subordinate Regulations, and the Subordinate Regulations for the time being in force will be binding on all Members. The Directors may distinguish between Members in the application or enforcement of any Subordinate Regulation without giving reasons and without being liable for any loss occasioned by doing so.

In the event of any inconsistency or conflict between these Rules and any Subordinate Regulation, these Rules will prevail to the extent of any inconsistency or conflict.

2.9 Non-compliance with Constitution, misconduct

- a. If any Member willfully refuses or neglects to comply with this Constitution or is, does or fails to do any act or thing which, in the opinion of the Directors, is unacceptable or prejudicial to the interests of the Foundation, the Directors may by resolution suspend or expel the Member from the Foundation.
- b. Prior to exercising the right in Rule 2.9 a, the Directors must give the Member at least one (1) weeks' notice of the meeting of the Directors at which that resolution is to be put and of what is alleged against them and of the intended resolution. The Member must be given the opportunity of giving orally or in writing the Member's explanation or defence before the passing of such resolution.



3 Directors and Board

3. Directors and Board

3.1 Appointment, removal and remuneration of Directors – Number of Directors

The Foundation shall be governed by a Board of not less than seven (7) and not more than twelve (12) Directors. The Board shall comprise the following:

- a. subject to subject to Rules 3.2, 3.6 and 3.9 of this Constitution, the Board will comprise no less than seven (7) directors and no more than twelve (12) Directors elected from the Members of the Foundation at each annual general meeting. Of those directors, at least three (3) are qualified and registered doctors practising in areas classified as Rural and Remote.
- b. a nominee of RDAQ as advised in writing by the Secretary of the RDAQ.

3.2 Rotation of Directors

At the first annual general meeting of the Foundation, all the Directors appointed pursuant to Rule 3.1a of this Constitution must retire from office. At every subsequent annual general meeting, those who have served for a term of three years must retire from office, but are eligible for reappointment, for two further three-year terms. Those who have served for two three-year terms must retire from office, but are eligible for election for one further three year term. Those who have served for three three-year terms must retire from office and are not eligible to be reappointed.

3.3 Removal of Director

- a. The Foundation may remove any Director appointed pursuant to Rule 3.1a or 3.9 of this Constitution and appoint another Director as a replacement.
- b. The Foundation may remove any Director appointed pursuant to Rule 3.1b of this Constitution and request that RDAQ nominate a replacement in accordance with Rule 3.1b of this Constitution.
- c. The removal or replacement of a Director appointed pursuant to Rule 3.1a, 3.1b or 3.9 of this Constitution must be affected by Ordinary Resolution of the Foundation.

3.4 Directors expenses

The Directors will be entitled to be reimbursed all travelling and other expenses properly incurred by them:

- a. in attending meetings of the Directors or any Committee of the Directors;
- b. in attending general meetings of the Foundation; or
- c. in connection with the Foundation's business.

3.5 Vacation of Directors Office

The office of a Director becomes vacant if:

- a. required by the Law;
- b. the Director is removed under these Rules;
- c. the Director dies or becomes mentally or physically incapacitated or the Director's estate is liable to be dealt with under a law relating to mental health;
- d. the Director becomes bankrupt or makes any arrangement or composition with creditors;
- e. the Director resigns or ceases to be a Member;
- f. the Director is absent from Directors' meetings for three (3) meetings without seeking a leave of absence and prior consent of the other Directors; or
- g. the Director holds any other office of profit under the Foundation, except that of Managing Director, without the consent of the Foundation in general meeting.

3.6 The Board may prescribe a nomination procedure for becoming a Director

The Directors may prescribe a nomination procedure for Members seeking to become Directors at the annual general meeting. If the Directors prescribe a nomination procedure, a Member will only be entitled to be appointed to Director at an annual general meeting if they have nominated for a Director position in accordance with the prescribed procedure. Nominations for Director positions must be received at least 72 hours prior to the annual general meeting.

3.7 Officers

From the Directors, the annual general meeting will elect the following officers who will hold office until the next annual general meeting:

- a. a Board Chair, who will be the presiding officer of the Board;
- b. a Deputy Chair, who will perform such duties as the Board may determine;
- c. a Secretary, who will perform such duties as the Board may determine; and
- d. a Treasurer, who will perform such duties as the Board may determine.

Officer roles are for a period of one year and each Officer must stand down at the next AGM. Officers may hold the role for a maximum of three terms. The Board may decide to extend the term when no other candidates are available after an Expression of Interest (EOI) has been circulated to Members or under special circumstances.

3.7.1 Casual vacancy of Officer

The Board will have the power to appoint any Director to fill the position of an officer who resigns his or her position or ceases to be a Director of the Foundation between annual general meetings.

3.8 Powers and duties of Directors

- a. Subject to the Law and to these Rules, the Foundation's business will be managed by the Directors.
- b. The Directors are entitled to pay or reimburse all expenses incurred in promoting and forming the Foundation.
- c. The Directors may exercise all powers of the Foundation except where those powers must be exercised by the Foundation in general meeting under the Law or these Rules.

3.8.1 All powers of Foundation

Without limiting Rule 3.8, the Directors may exercise all the powers of the Foundation to:

- a. borrow money;
- b. charge any property or business of the Foundation or all or any of its uncalled capital;
- c. issue debentures; or
- d. give any other security for a debt, liability or obligation of the Foundation or of any other person.

3.8.2 Appointment of attorney

- a. The Directors may appoint any person or persons under a power of attorney to be the attorney or attorneys of the Foundation.
- b. The appointment may be:
 - i. for any purpose; or
 - ii. in relation to any of the Directors' powers, authorities and discretions; or
 - iii. for any period; and/or
- iv. subject to any conditions as the Directors decide.

3.9 Appointment of Directors between annual general meetings

Notwithstanding Rule 3.1 and provided that there are not more than twelve (12) Directors:

- a. the Foundation may appoint any Member as a Director by ordinary resolution in a general meeting; and/or
- b. the Board may appoint any Member as a Director.

If a Director is appointed by the Board, the Foundation must confirm the appointment by ordinary resolution at the next annual general meeting. If the appointment is not confirmed, the person ceases to be a Director of the Foundation at the conclusion of the annual general meeting.

A vibrant field of sunflowers in the foreground, with a clear blue sky and distant mountains in the background. A thick blue curved line starts from the top left and arcs across the upper half of the image. A thin green horizontal line is positioned below the blue line. A thin white diagonal line runs from the top left towards the bottom right. The text '4 Membership' is overlaid on the blue line.

4 Membership

4. Membership

4.1 Members

The Members will be made up of:

- a. the subscribers to these Rules; and
- b. any other persons that are admitted to membership in accordance with the Rules.

4.2 Classes of membership

The membership of the Foundation may be divided into classes of membership at the determination of the Directors. Where the membership of the Foundation has been divided into classes, the Directors will determine the initial rights, duties and terms of acceptance of each class of members and of the members of each class and record them in Membership Bylaws approved by the Directors.

- a. If the membership of the Foundation is divided into different classes of Members, the rights attached to any class of membership may be varied with the written consent of 75% of the Members in that class or with the sanction of a Special Resolution passed at a meeting of the Members of that class.
- b. The right to vary membership rights in Rule 4.2a may be exercised unless otherwise provided by the terms of acceptance of the members of that class and whether the Foundation is being wound up

4.3 Application for membership

- a. Any person will be eligible for membership of the Foundation.
- b. In order to be admitted as a Member, every applicant for membership (other than the subscribers) must:
 - i. execute and deliver to the Foundation an application for membership in the form which the Directors determine; and
 - ii. pay to the Foundation the membership entrance fee (if any) determined by the Directors.
- c. Subject to Rule 4.4, the Directors may create classes of Members and determine the rights and privileges attaching to those classes including, but not limited to, the voting rights of the Members in each class.

4.4 Further information

An applicant for membership must provide in writing, any other information in addition to that contained in the application, as the Directors require.

4.5 Entrance fee

The Directors may determine the entrance fee payable by any person applying for membership of the Foundation. The Directors may at any time and as many times as they decide, change the entrance fee payable. Until the Directors otherwise determine, no entrance fee is payable.

4.6 Determination of applications

- a. The Chief Executive Officer will determine the outcome of each membership application within a reasonable time after receipt.
- b. The Directors may approve or reject any applicant for membership at the Directors' absolute discretion.
- c. The Directors may delegate the functions in a and b above to the Chief Executive Officer.

The Chief Executive Officer or the Executive Committee are not required to give or assign any reason or explanation for the approval or rejection of any application for membership to the applicant.

4.7 Contribution on winding up

- a. In the event of the winding up of the Foundation, every Member of the Foundation undertakes to contribute to the property of the Foundation the amount which is agreed to be paid by each Member to be applied:
 - i. to payment of the debts and liabilities of the Foundation contracted before ceasing to be a Member; and
 - ii. to the costs, charges and expenses of winding up; and
 - iii. for the adjustment of the rights of the contributors among themselves.
- b. The liability of each Member under Rule 4.7 a will terminate on the day which is one (1) year after the date on which the Member's membership of the Foundation ceases.
- c. Until otherwise determined, the amount to be contributed by each Member under this Rule 4.7 will be \$10.

4.8 Notification of membership

- a. When an application for membership has been accepted, the Secretary or person nominated by the Secretary will send to the applicant written notice of the acceptance and will enter the applicant's name in the Register.
- b. When an application for membership is rejected, the Secretary or person nominated by the Secretary will send to the applicant written notice of the rejection and the entrance fee paid, if any, by that applicant will be refunded in full.

4.9 Membership not transferable

Membership of the Foundation is not transferable by operation of law or otherwise. All rights and privileges of membership of the Foundation will cease immediately upon a person ceasing to be a Member for any reason.

4.10 Cessation of membership

- a. If any fees or levies payable by a Member remain unpaid for a period, determined by the Directors, after the due date for payment, the Directors may by resolution suspend the Member's rights and privileges (including the right to vote) or terminate the Member's membership of the Foundation. The Directors may reinstate the Member on payment of all arrears if the Directors think fit to do so.

Until otherwise determined by the Directors, the period during which the Member's fees or levies must remain unpaid under Rule 4.10 a will be two (2) calendar months.

Membership of the Foundation will cease immediately:

- a. if the Member resigns or surrenders that membership by written notice to the Secretary;
- b. if the Member's membership is terminated under these Rules;
- c. in the case of a Member who is an individual, if the Member:
 - i. dies
 - ii. is found to be of unsound mind
 - iii. has his or her personal estate administered, or it becomes liable to be dealt with in any way under the law relating to mental health
 - iv. commits an act of bankruptcy
 - v. is declared bankrupt
 - vi. acts in a manner that is not aligned with the

values of the Foundation or

- vii. makes any arrangement or enters into a composition with creditors generally; or
- d. in the case of a Member who is not an individual, if the Member:
 - i. has a receiver or receiver and manager appointed, or enters into official management, administration or liquidation; or
 - ii. being a corporation, has a petition for its winding up presented to a Court having appropriate jurisdiction, or passes a resolution of its members for its winding up, or enters into a scheme or arrangement (not being merely for the purpose of amalgamation or reconstruction).

4.10.1 Continuing rights and liabilities

The termination of membership will not prejudice, lessen or affect the rights, duties, liabilities and obligations of the Member whether they:

- a. arise under these Rules or otherwise; or
- b. exist at the date of the termination or arise or crystallise after that date,

and in particular, (but without limitation) that termination will not relieve a Member from any obligation to record or account for or pay any levies or fees referred to in these Rules



5 Meetings – Board

5. Meetings – Board

5.1 Meetings

- a. The Directors may meet to conduct business, adjourn and otherwise regulate their meeting at any place and in any manner, that they decide, but the Directors must meet on at least four occasions in each calendar year.
- b. The Directors may call, hold, and attend meetings of Directors, in person or remotely by any electronic or other means available.

5.2 Notice of Directors Meetings

Not less than one week's prior notice of meetings of the Directors shall be given to Directors unless the Chair, or in his or her absence, the Deputy Chair, deems the matter urgent, then meetings may be called upon such shorter notice as the Chair or Deputy Chair thinks fit.

5.3 Quorum

- a. The quorum for a Directors' meeting will be a simple majority of all appointed Directors entitled to vote at the time of the meeting.
- b. A Directors' meeting is validly convened when a quorum of Directors are present. If a quorum is not present at any time during a Directors' meeting, then the meeting is not validly convened for so much of the meeting that a quorum is not present. The absence of a quorum during a Directors' meeting does not affect the validity of any business conducted during that meeting while a quorum is present.

5.4 Directors to continue to act

Where a vacancy in the office of a Director occurs, the remaining Directors may continue to act. If the number of remaining Directors is insufficient to constitute a quorum, the Directors may act only for the purpose of increasing the number of Directors to that required to constitute a quorum or to convene a general meeting.

5.5 Chair of Board meeting unable to attend or act

Should the Board Chair be unable to attend a meeting of the Board, the Deputy Chair will be deemed to be elected as the chair of the meeting. If both the Board Chair and Deputy Chair are unable to attend a meeting, the Directors may elect one Director to chair the meeting.

Where a Board meeting is held and both the Board Chair and Deputy Chair:

- a. have not been elected; or
 - b. are not present within fifteen (15) minutes after the appointed time; or
 - c. are unwilling to act,
- then the Directors present will elect one (1) other Director to be chair of the meeting.

5.6 Casting votes

The Board Chair will be entitled to exercise a casting vote in addition to any vote the Board Chair has as a Director, but only where that casting vote is necessary to break a deadlock and the Board Chair considers it reasonable to exercise their casting vote in the relevant circumstances.

5.7 Circular Resolution

The Directors may pass a resolution without a Directors' meeting if the majority of the Directors entitled to vote on the resolution send an email or a signed document to the Secretary and/or Chair, stating that they are in favour of the resolution.

5.8 Validity of Directors acts

All things done by any Directors' meeting or by a Committee of Directors or by any person acting as a Director will be valid even though it subsequently becomes known:

- a. that there was some defect in the appointment of a person to be a Director or a Member of the Committee, or to act as a Director; or
- b. that a person appointed was disqualified.

5.9 Decisions of the Directors

Any question arising at a Directors' meeting or any committee of Directors is determined by a simple majority of votes of the Directors actually present at such meeting or in attendance at such meeting by electronic means.

5.10 Minutes

The Directors will cause proper minutes to be made of:

- a. all Directors' meetings
- b. all appointments of officers
- c. the proceedings of all Director's meetings and Committees of Directors
- d. the attendance at all meetings of the Directors and the business transacted at those meetings, and any minutes purporting to be signed by the chair of the meeting or by the chair of the next succeeding meeting, will be conclusive evidence of the matters recorded in them without any further proof.

5.11 Alternate Director – Notice of meetings

An alternate Director is entitled to receive notice of and to vote at Directors' meetings unless the appointor is present at the meeting.

5.11.1 Power of alternate

An alternate Director may exercise any of the appointor's powers during any period that the appointor is unavailable to do so. The exercise of any power by the alternate Director is deemed to be the exercise of that power by the appointor.

5.11.2 Termination of appointment

The appointment of an alternate Director will terminate:

- a. on notice by the appointor even though the appointment period has not expired; or
- b. automatically if the appointor ceases to be a Director.

5.11.3 Responsibility

An alternate Director will, whilst acting as Director, be responsible to the Foundation for his or her own acts and defaults and will not be deemed to be the agent of the Director by whom he was appointed.

5.11.4 No remuneration

An alternate Director will not be entitled in that capacity to receive any remuneration from the Foundation.

5.12 Interests of Directors

- a. If a Director has a material interest in any matter that relates to the affairs of the Foundation, the Director must disclose that interest to the other Directors unless the Director is not required to disclose the interest in the circumstances listed in Section 191(2) of the Law.
- b. The notice disclosing the Director's material personal interest must occur at the first Meeting of Directors following each Director's election :
 - i. give details of the nature and extent of the interest and how it relates to the affairs of the Foundation
 - ii. be given at a Directors' meeting as soon as practicable after the Director becomes aware of the interest; and
 - iii. be recorded in the minutes of the Directors' meeting at which the notice is given.

5.12.1 Director must not vote

A Director who has a material personal interest in any matter being considered at a Director's meeting must not be present while the matter is being considered and must not vote on the matter.

5.12.2 Exception to rule

Regardless of Rule 5.12, if:

- a. the Director is not required to disclose the interest under Section 191 of the Law;
- b. the Director has disclosed the interest under Section 191 of the Law and the other Directors not having a material personal interest in the matter pass a resolution that:
 - i. identifies the Director, the nature and extent of the Director's interest in the matter and its relation to the affairs of the Foundation; and
 - ii. states that those Directors are satisfied that the interest should not disqualify the Director from voting on the matter or being present; or

- c. ASIC has determined that the Director may be present and vote under Section 196 of the Law, then the Director may be present at the meeting considering the matter and may vote in relation to it.

5.12.3 No quorum available

If a quorum of Directors is not present at any meeting because of the operation of Rule 5.12.1, any Director may call a general meeting and the general meeting may pass a resolution to deal with the matter.

5.12.4 Director not disqualified

If a Director is permitted to be present and to vote by virtue of Rule 5.12.2.

- a. that Director will not be disqualified by the office from contracting with the Foundation either as vendor, purchaser or otherwise
- b. no contract made by that Director with the Foundation and no contract or arrangement entered into by or on behalf of the Foundation in which that Director is in any way interested may be avoided by reason only of that Director holding that office or of the fiduciary relationship established by it
- c. that Director will not be liable to account to the Foundation for any profit realised under any contract or arrangement by reason only of that Director holding the office or of the fiduciary relationship established by it
- d. that Director may:
 - i. execute any deed or document on behalf of the Foundation; and
 - ii. count in a quorum.

5.12.5 Standing notice

- a. A Director may give the other Directors a standing notice that:
 - i. the Director is a Director or Member of any specified company or firm and is to be regarded as interested in all subsequent transactions with that company or firm; or
 - ii. the Director has any other interest in any matter, at any time and whether or not the matter relates to the Foundation's affairs at the time.
- b. The notice must comply with Section 192 of the Law and will only be effective if it has not expired at any relevant time
- c. If a notice is given in accordance with Rule 5.12.5 a and the notice is effective at the relevant time, the notice will be sufficient disclosure under these Rules in relation to any contract, proposed contract or arrangement to be made by the Foundation.

5.12.6 Other office may be held

A Director may hold any other office or place of profit, except that of auditor, in the Foundation in conjunction with the directorship and may be appointed upon terms of remuneration, tenure of office and otherwise as the Directors decide.

5.12.7 Professional Director may act

Any Director may act in a professional capacity for the Foundation and will be entitled to remuneration for professional services regardless of the directorship provided the fees are commensurate with the person's usual and proper professional fees.



6 Meetings of Members – General

6. Meetings of Members – General

The Board Chair or Secretary may convene a general meeting of Members whenever he or she decides.

If any three Directors give notice to the Secretary that they wish to convene a general meeting of Members, the Secretary must convene a general meeting at the earliest possible opportunity.

6.1 Directors convening a general meeting at the request of Members

The Directors must call and arrange to hold a general meeting on the request of any Member or Members holding at least 5% of the votes that may be cast at a general meeting.

6.2 Form of the Members request

The request from the Members must

- a. state any resolution to be proposed at the meeting
- b. be signed by the Members making the request; and
- c. be given to the Foundation.

6.3 Directors refusal to convene a general meeting

The Directors may refuse to convene the general meeting if the voting on the proposed resolution is not within the power of the Members.

6.4 Members may convene a general meeting

Two or more Members holding, between them, at least 5% of the votes that may be cast at a general meeting, may call and arrange to hold a general meeting. The Members calling the meeting must pay the expenses of calling and holding the meeting.

6.5 Notice of general meeting

- a. A general meeting may only be convened by giving the Members notice of the meeting
- b. A notice of general meeting does not need to be given to Members who are not entitled to notice of meetings
- c. 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 notice; 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 contain any other information required by the Law.

- d. The Directors 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.
- e. If a Member does not receive a meeting notice or the Directors accidentally omit to give the Member a meeting notice, that omission will not invalidate the proceedings, or any resolution passed at the meeting.
- f. No business is to be transacted at any general meeting except that contained in the meeting notice unless all the Members agree otherwise.

6.6 Quorum

- a. Business must not be transacted at a general meeting if a quorum of Members is not present when the meeting proceeds to business.
- b. A quorum will be:
 - i. if the Foundation has only one Member entitled to receive notice of and vote at the meeting, that Member; or
 - ii. in every other case, at least 10% of the Members who are entitled to receive notice of and vote at the meeting.
- c. A quorum of Members must be present throughout each general meeting. If a quorum is not present at any time the meeting is not validly convened but without affecting the validity of any business conducted before the absence of a quorum occurs.

6.7 Determine a quorum

In determining whether a quorum is present, a person attending as a proxy, or representing a body corporate that is a Member, is deemed to be a Member.

6.8 Procedure where no quorum

- a. If a quorum is not present within thirty (30) minutes after the time appointed for the meeting:
 - i. where the meeting was convened upon the requisition of Members, the meeting will be dissolved; or
 - ii. in any other case, the meeting will be adjourned.
- b. Any adjourned meeting will be rescheduled to take place on a day and time and at the place that the Directors decide.
- c. If no Directors are present at the meeting or if no decision is made by the Directors, the meeting will take place on the same day and at the same time and place as originally notified, but in the next succeeding week.
- d. If at the rescheduled meeting a quorum is not present within thirty (30) minutes after the appointed time, then the meeting will be dissolved unless it is adjourned under Rule 6.1.

6.9 Election of chair of meeting

- a. The Board Chair will be deemed to be elected as the chair of each general meeting.
- b. If the Board Chair is unavailable for a particular meeting, the Deputy Chair will be deemed to be elected as the chair of that meeting.
- c. If both the Board Chair and the Deputy Chair are unavailable for a particular meeting, the Directors will elect one Director to preside as chair at that general meeting

6.10 Casting Vote

The Board Chair does not have a casting vote in addition to any vote the Board Chair has as a Member.

6.11 Adjournment of meeting

- a. The chair of the meeting may adjourn any meeting of Members.
- b. An adjournment of a meeting of Members must only be made:
 - i. with the consent of the meeting provided a quorum is present; or
 - ii. in the case of an adjournment under Rule 6.8d, with the consent of Members present and entitled to vote; or
 - iii. if directed by the meeting to do so.

- c. Any adjournment may change the time or the venue for the meeting.
- d. Only business left unfinished from the meeting adjourned must be transacted at any rescheduled meeting.

6.12 Adjournment of thirty (30) days

If a meeting is to be adjourned for thirty (30) days or more, notice of the adjourned meeting must be given as if it was an original meeting.

6.13 Adjournment of less than thirty (30) days

A notice of meeting is not required to be given for an adjourned meeting where the adjournment is for less than thirty (30) days.

6.14 Show of hands or poll

Any vote taken at a general meeting is decided on a show of hands unless a poll is demanded:

- a. by the chair of the meeting; or
- b. by at least two (2) Members present in person or by proxy; or
- c. Members with at least 5% of the votes that may be cast on the resolution on a poll, present in person or by proxy.

6.15 Declaration on show of hands

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

6.16 Withdraw poll

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

6.17 Demand for poll

A poll will be taken immediately if one is demanded or at any other time after an interval or adjournment or otherwise as the chair decides. The result of the poll will be recorded as the resolution of the meeting at which the poll was demanded.

6.18 Poll for chair

Any poll demanded on the election of a chair or on a question of adjournment must be taken immediately.

6.19 Voting

Subject to any rights or restrictions attached to any class of membership:

- a. at meetings of Members or classes of Members, each Member entitled to vote may vote in person or by proxy or attorney or by representative (if a body corporate); and
- b. on a show of hands every person present who is a Member or a representative of a Member has one (1) vote, and on a poll every Member present in person or by proxy or attorney has one (1) vote.

6.20 Members not to vote unless fully paid

A Member is only entitled to vote at a general meeting if all fees and levies and other amounts presently payable by the Member have been paid.

6.21 Objection to qualification of Member

Any objection to the qualification of a person to vote must be made at the same meeting at which that person's vote is tendered. Any objection must be referred to the chair of the meeting whose decision is final and:

- a. any vote approved will be valid for all purposes; or
- b. any vote disallowed will be invalid and must be disregarded.

6.22 Only Members entitled to vote may vote

Only those Members who belong to a class of Members who are entitled to vote at a general meeting whether in person or by proxy will be entitled to vote.

6.23 Rights of third parties to attend general meetings

Even if they are not Members of the Foundation, a person by invitation of the Chair can attend any general meeting and, if requested by the Chair, to speak at the general meeting, but not to vote.

6.24 Minutes

The Directors must ensure that proper minutes are made of:

- a. all general meetings of the Foundation;
- b. all appointments of officers;
- c. the proceedings of all general meetings;
- d. the attendance at and business transacted at general meetings, and the minutes of any meeting, if purporting to be signed by the chair of the meeting or by the chair of the next succeeding meeting, will be conclusive evidence of the matters recorded in them without any further proof.

6.25 Proxies

A Member who is entitled to attend and cast a vote at a general meeting may appoint a person as the Member's proxy to attend and vote for the Member at the meeting and in that case:

- a. the appointment may specify the proportional number of votes that the proxy may exercise
- b. if the Member is entitled to cast two (2) or more votes at the meeting, they may appoint two (2) proxies. If the Member appoints two (2) proxies and the appointment does not specify the proportion or number of the Member's votes each proxy may exercise, each proxy may exercise half of the votes
- c. an appointment of a proxy may be revoked at any time before the vote to which the proxy relates is exercised by written notice delivered to the Secretary; and
- d. any fractions of votes resulting from the application of Rules 6.24 b or 6.24 c must be disregarded.

6.26 Representatives of corporations

Any corporation which is a Member may appoint a representative to attend and vote for that corporation at a general meeting of the Foundation.

6.27 Representative need not be a Member

A proxy, attorney or a representative need not be a Member of the Foundation and the appointment may be revoked at any time.

6.28 Proxy in writing

An instrument appointing a proxy must be in writing and signed by:

- a. the appointor; or
- b. the appointor's attorney; or
- c. the persons authorised under the Law or by an authorised officer or attorney of the appointor, where the appointor is a body corporate.

6.29 How the proxy is to vote

If the document appointing a proxy specifies how the proxy is to vote in relation to a resolution, the proxy must vote as specified in the document. Any vote tendered otherwise is invalid and must be disregarded.

6.30 Authority for a poll

A document appointing a proxy confers the authority to demand a poll.

6.31 Form of proxy

The appointment of a proxy must be substantially in the form in Schedule 1.

6.32 Delivery of proxy before meeting

- a. The appointment of a proxy is not valid unless the appointment document and a certified copy of any power of attorney or other authority under which that document is signed is delivered to the Foundation.
- b. The relevant documents (for validity) must be delivered, not less than 72 hours before the appointed meeting time.
- c. The relevant documents must be delivered to the Foundation's registered office or to any other place in Australia specified in the notice convening the meeting.

6.33 Validity of proxy vote

A vote tendered in accordance with a proxy or a power of attorney is valid even if:

- a. the appointer or principal dies or becomes mentally incapacitated
- b. the proxy or power of attorney is revoked in any way,

but only if the Foundation had no written notice of any defect before any authority is exercised.

6.34 Instrument not valid

An instrument appointing a proxy will not be valid after the expiration of twelve (12) months from the date of its execution.

A large field of sunflowers in the foreground, with a sunset or sunrise sky in the background. A large green number '7' is positioned to the left of the text 'Committees of the Board'. A thin white curved line and a thin blue curved line are also visible in the lower half of the image.

7 Committees of the Board

7. Committees of the Board

7.1 Delegation to Committee

The Directors may delegate any of their powers to any Committee or Committees of Directors as they decide. Terms of Reference and Membership of each Committee are approved by the Board.

7.2 Powers of Committee

A Committee to which any powers have been delegated must exercise the powers delegated in accordance with any directions of the Directors. A power exercised in accordance with those directions is deemed to have been exercised by the Directors.

7.3 Members of the Committee

Members of the Committee are elected for a three-year term. At the end of the three-year term, they must retire from the Committee. They may be re-elected to a maximum of 3 x 3 year terms.

The Committee Chair must be a Member of the Foundation and at least one Director must be on each Committee.

7.4 Committee Chair

- a. The Committee may elect one (1) of their number as Committee Chair of the Committee and the Committee Chair will chair meetings of such Committee.
- b. The Committee Chair is elected in accordance with Rule 7.4a. and must be approved by the Board.

7.5 Chairing of Committee meetings where no Committee Chair

Where a Committee meeting is held and:

- a. Committee Chair has not been elected and approved in accordance with Rule 7.4; or a Committee Chair has not been elected; or
 - b. the Committee Chair is not present within fifteen (15) minutes after the appointed time; or
 - c. the Committee Chair is unwilling to act,
- the Committee members present may elect one (1) of their number to be chair of the meeting.

A landscape photograph of a rural area with a hot air balloon in the sky, overlaid with abstract geometric lines. The scene shows a dirt road or field in the foreground, a line of trees in the middle ground, and a range of hills in the background under a clear blue sky. A single red hot air balloon is visible in the upper right portion of the sky. The image is framed by a white curved line on the left and a blue curved line at the bottom, with a green horizontal line crossing the lower part of the scene.

8 Managing Director

8. Managing Director

8.1 Appointment

The Directors may from time to time appoint one (1) or more Directors to be the Managing Director of the Foundation. The Managing Director's appointment will be for a period and on terms as the Directors decide. The Directors may revoke the Managing Director's appointment.

8.2 Termination

A Managing Director's appointment automatically terminates if they cease for any reason to be a Director.

8.3 Remuneration

A Managing Director will be entitled to receive any remuneration determined by the Directors.

8.4 Powers of Managing Director

- a. The Directors may confer upon a Managing Director any of the powers exercisable by them with any conditions or restrictions as the Directors decide.
- b. Any of those powers may be made concurrent with or exclusive of the powers of the Directors.
- c. The Directors may at any time withdraw or vary any of those powers.

9

Finances and audit



9. Finances and audit

9.1 Proper records kept

The Directors must ensure that proper accounting and other records are kept. A balance sheet and profit and loss account must be prepared and distributed to all Members at least once in each calendar year and presented at each Board meeting.

9.2 Auditor

Where required by the Law, the Foundation must appoint an auditor or auditors, whose duties will be regulated in accordance with the Law.

9.3 Make reserve

The Directors may:

- a. write off from the Foundation's earnings any amount for loss or depreciation of any property; or
- b. set aside any amount out of the Foundation's profits, as a reserve fund to meet contingencies or for repairing, improving and/or maintaining any of the Foundation's assets and/or for any other purposes which are conducive to the interests of the Foundation.

9.4 Deal with reserve

The Directors may:

- a. invest, lend or dispose of any reserved amounts in any way;
- b. deal with, vary and dispose of any investments or parts of them for the benefit of the Foundation;
- c. divide the reserve fund into special funds; and/or
- d. employ the assets constituting the reserve fund in the business of the Foundation and without being bound to keep the same separate from other assets.

9.5 Inspection of records

9.5.1 Conditions

The Directors may determine whether and under what conditions the accounting records or other documents of the Foundation will be open to the inspection of Members.

9.5.2 No right unless authorised

A Member does not have the right to inspect any document of the Foundation except as provided by the Law or authorised by the Directors or by the Foundation in general meeting.

9.5.3 Directors right

The Directors have the right at any time to inspect the accounting records or other documents of the Foundation.

9.5.4 Notices

Any notice or other communication in connection with this Constitution must be in writing and signed by the person giving the notice and be addressed to the Notice Address of the person to whom it is to be given.

9.5.5 Time of delivery

The notice or other communication will be deemed to be received:

- a. in the case of transmission by electronic mail, on the day of transmission if the electronic medium sending the notice states that the transmission was completed before 5:00pm on a business day, otherwise on the next business day. This method of service is effective only if the medium's report states that it was sent in full and without error and the message is not rejected or undeliverable as evidenced by a message to that effect received by the sender.
- b. in the case of a posted letter, on the third day after posting
- c. in the case of delivery by generally recognised overnight courier, on the second day after dispatch with that courier
- d. in the case of personal delivery, on the date of delivery.

9.6 Indemnity and insurance

To the extent permitted by the Law, the Foundation may indemnify every person who is, or who has been, a Director or officer of the Foundation or any Related Body Corporate against:

- a. any liability incurred by them in their capacity as a Director or officer, to a person other than the Foundation or Related Body Corporate, except where the liability relates to a wilful breach of duty or a contravention of section 181-184 of the Law;
- b. any liability for legal costs or expenses incurred by them in defending any proceedings in which judgement is given in their favour; or
- c. any liability for legal costs or expenses incurred by them in defending any proceedings in which they are acquitted or the Court grants relief in their favour.

9.6.1 Insurance

To the extent permitted by the Law, the Foundation may insure or pay any premiums on a policy of insurance for a Director or officer of the Foundation or of a Related Body Corporate against any liability for which the Foundation indemnifies the Director or officer under Rule 9.6.

9.6.2 Resolution to Grant Indemnity

A Director may vote in favour of a resolution that the Foundation grant an indemnity pursuant to Rule 9.6, take insurance or pay the premiums on an insurance policy pursuant to Rule 9.6.1 even though the Director has a direct and material interest in the outcome of the resolution.

9.7 Fees and levies

Members must pay annual membership fees and other fees in the amounts and at the times determined by the Directors from time to time.

In order to provide additional funds required for the operation of the Foundation, the Directors may determine that levies are to be paid by Members and may fix the amount and the dates for payment of them. Until determined by the Directors, no levies will be payable by Members.

9.7.1 Different fees or levies payable

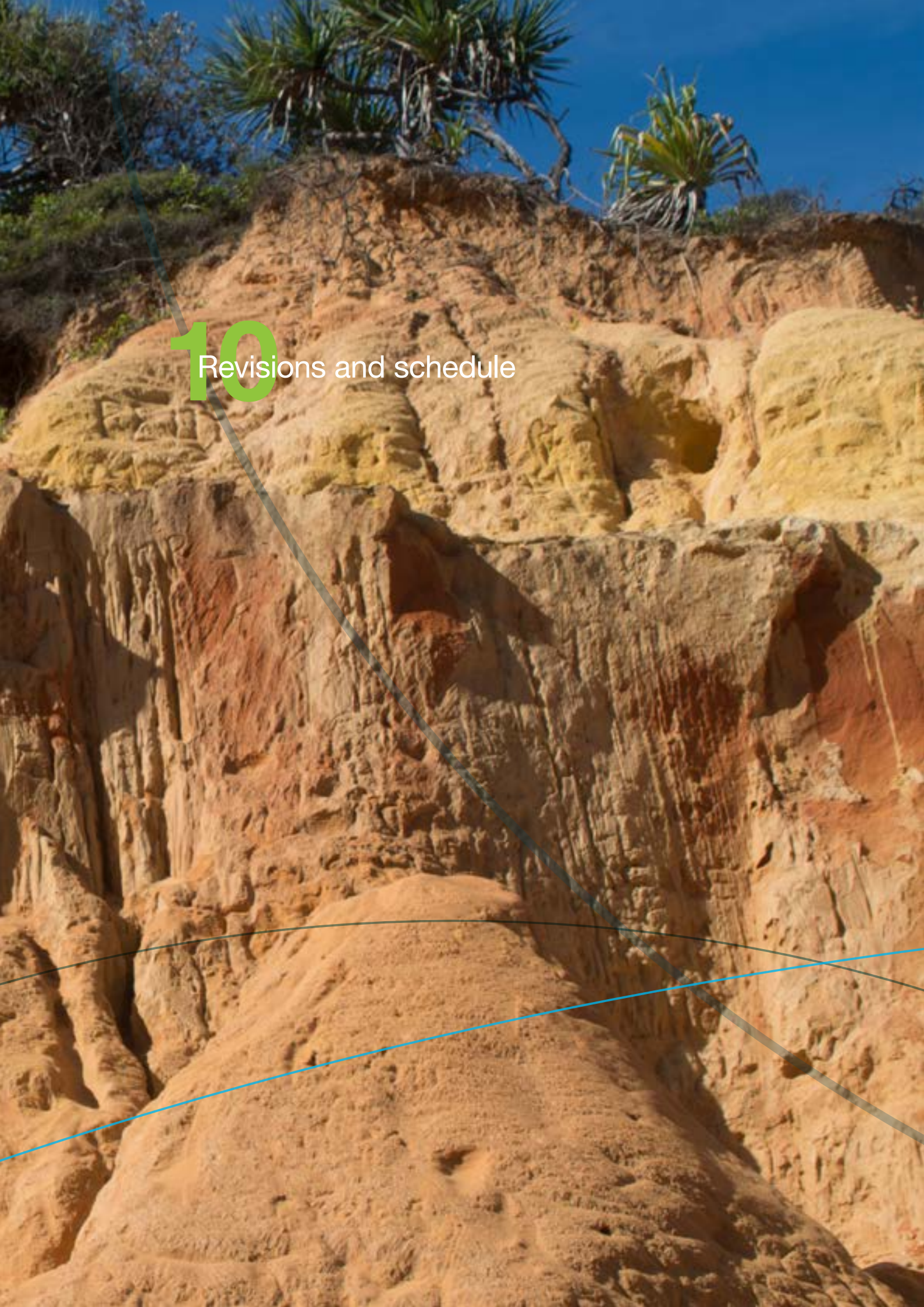
In determining fees or levies under this Rule, the Directors may differentiate between classes of Members as to the amounts and timing of fees or levies payable.

9.8 Certificates

A certificate of membership may be issued by the Foundation to any Member. Any certificate issued will remain the property of the Foundation and must be returned to the Foundation on written demand by the Secretary.

10

Revisions and schedule



10. Revisions and schedule

Table of Revisions

Date	Revision	Reviewed	Approved
6 June 2018	Amend Clauses 17.1 to 17.5, and 19.5	By Board of Directors	AGM
6 June 2018	Insert Clause 17A	By Board of Directors	AGM
6 June 2018	Repeal Clause 26	By Board of Directors	AGM
13 February 2020	Insert new Clauses 18.4A and 18.4B	By Board of Directors	EGM
13 February 2020	Amend Clauses 18.5 and 18.10	By Board of Directors	EGM
10 November 2021	Changes to Constitution to reflect name change to Rural Doctors Foundation	By Board of Directors	EGM
10 November 2021	Changes throughout Constitution to ensure capitalisation is consistent	By Board of Directors	EGM
10 November 2021	Add definition of Chair of Board and Deputy Chair to Clause 1.1	By Board of Directors	EGM
10 November 2021	Amend Clauses 3 and 18.9	By Board of Directors	EGM
10 November 2021	Minor grammatical corrections	By Board of Directors	EGM
26 May 2023	Reviewing of Constitution by Mullins Lawyers to prepare for national operation	By Board of Directors	AGM
6 September 2023	Amend Clauses 3.1, 3.2, 3.3, 3.9, 4.1, 4.6, 6.6, 6.11, 7.4, and 7.5	By Members	EGM

Schedule 1

Form of Proxy

I _____

of _____

being a member of Rural Doctors Foundation Ltd ABN 25 603 089 881 and entitled to vote, hereby

appoint: _____

of _____

or failing that person or in the absence of that person, the Chair of the meeting, as my proxy to act generally at the meeting and to vote for me on my behalf in accordance with the following instructions (or if no directions have been given, as the proxy sees fit and with discretion at the Annual General Meeting of Rural Doctors Foundation Ltd to be held on

The proxy is directed to vote in the following manner raised at the Annual General Meeting:

Note: If the Chair of the meeting is appointed as your proxy or is appointed by default and your voting direction is not indicated, the Chair may exercise your proxy even if they may have an interest in the outcome of those items.

Motion 1: That the minutes from Annual General Meeting of be accepted as a true and accurate record of that meeting	For / Against / Abstain
Motion 2: That the Chair's report be accepted	For / Against / Abstain
Motion 3: That the Treasurer's report be accepted	For / Against / Abstain
Motion 4: That the audited Annual Report be accepted	For / Against / Abstain
Motion 5: That Rural Doctors Foundation Ltd appoint as the Auditors for the for the Financial year (1 January to 31 December)	For / Against / Abstain
Motion 6: That my proxy has the right to cast a vote as they see fit on my behalf to elect the following Office Bearers – Chair; Deputy Chair; Secretary; Treasurer	For / Against / Abstain
OR as the proxy sees fit and with discretion as to any business not referred to directly in this form and for % of this proxy form	For / Against / Abstain

or failing that person or in the absence of that person, the Chair of the meeting, as my proxy to act generally at the meeting and to vote for me on my behalf in accordance with the following instructions (or if no directions have been given, as the proxy sees fit and with discretion at the Annual General Meeting of Rural Doctors Foundation Ltd to be held on

The proxy is directed to vote in the following manner raised at the Annual General Meeting:

Note: If the Chair of the meeting is appointed as your proxy or is appointed by default and your voting direction is not indicated, the Chair may exercise your proxy even if they may have an interest in the outcome of those items.



Rural Doctors Foundation

Level 1 324 Queen Street
Brisbane Qld 4000

GPO Box 1495
Brisbane Qld 4001

(07) 3039 0011

ruraldoctorsfoundation.org.au

