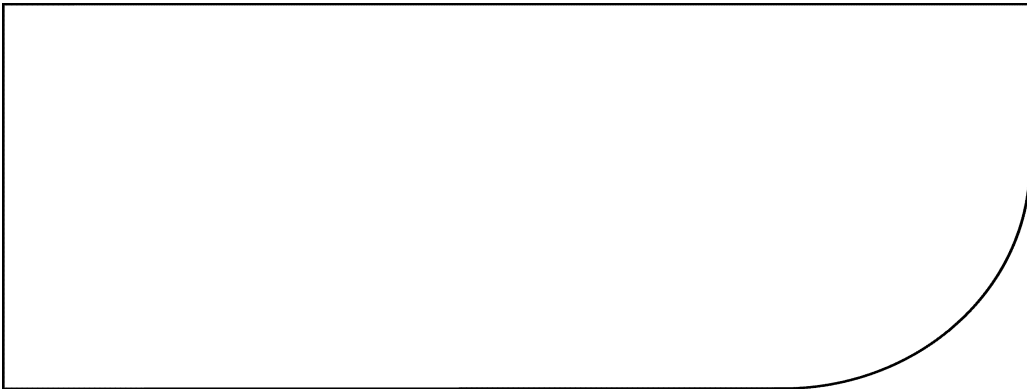


Corporations Act 2001
A Public Company Limited by Guarantee
Constitution
OPEN MINDS AUSTRALIA LIMITED
ACN 009 687 030



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1 Nature of Open Minds

- 1.1 Open Minds is a public company limited by guarantee.
- 1.2 The liability of the Members is limited. Every Member undertakes to contribute \$10 to the assets of Open Minds if it is wound up while he or she is a Member, or within one year afterwards.
- 1.3 Open Minds was formerly called Queensland Wattle League for the Disabled.

2 Objects

- 2.1 The objects of Open Minds are to pursue the following charitable purposes:
 - (a) to provide support and services to individuals in Australia for the relief of such poverty, sickness, suffering, distress, misfortune, disability, destitution or helplessness as arouses pity or compassion in the community;
 - (b) to educate the community in relation to the issues surrounding these challenges and the needs of individuals experiencing these challenges and their families and other support groups;
 - (c) to advocate on behalf of individuals experiencing these challenges, for the improved provision of community support and services;
 - (d) to raise money to further the aims of Open Minds and to secure sufficient funds for the purposes of Open Minds;
 - (e) to receive any funds and to distribute these funds in a manner that best attains the objects of Open Minds; and
 - (f) to do all such things as are incidental or conducive to the attainment of all or any of the objects of Open Minds.

3 Membership

Membership

- 3.1 The Members of Open Minds are:
 - (a) the persons who were Members of Open Minds at the date of adoption of this Constitution, and
 - (b) such other persons as Open Minds admits in accordance with this Constitution to membership in one of the following membership categories:
 - 1. Organisational Members, being Organisations admitted to membership in accordance with clause 3.3;
 - 2. Individual Members, being natural persons admitted to membership in accordance with clause 3.3;
 - 3. Honorary Members, being natural persons admitted to membership in accordance with clause 3.3 and 3.5; and

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4. Life Members, being natural persons admitted to membership in accordance with clause 3.3 and 3.5.

Organisational and Individual Members

- 3.2 The following provisions must be fulfilled before the Board is obliged to consider an application for admission as a Member
- (a) the person must be supportive of the objects of Open Minds and, in the case of a natural person, must be at least 18 years of age;
 - (b) the application must be in writing in the form required for the time being by the Board; and
 - (c) upon lodging the application, the applicant must pay the application fee applicable to the relevant category of membership (see clause 4).
- 3.3 When an application is duly made in accordance with clause 3.2, the Board, or the Board's delegate:
- (a) must consider the application as soon as practicable after receipt to determine, in their discretion, the acceptance or rejection of the application;
 - (b) does not have to give reasons for rejecting an application.
 - (c) must, if the application is rejected, refund in full to the applicant all amounts paid by the applicant on account of the application;
 - (d) must, if the application is accepted, admit the applicant as:
 - i. an Organisational Member (in the case of Organisations); or
 - ii. as an Individual Member (in the case of natural persons).
- 3.4 The Board may resolve to admit natural persons who have rendered valuable service to Open Minds as Honorary Members or Life Members.

Notifying Member of Admission

- 3.5 Following admission of a new Member, whether as an Organisational Member, Individual Member, Honorary Member or Life Member the Secretary must promptly:
- (a) notify the Member in writing of the admission and the category of membership;
 - (b) issue a receipt for the application fee, if any, and for any other amount paid by the Member on account of the application for membership; and
 - (c) cause the required details to be entered in the Register.

Ongoing Member Obligations and Rights

- 3.6 Upon admission to membership, the Member agrees to be bound by the provisions of this Constitution.
- 3.7 For so long as the Member pays the annual subscription fees determined in accordance with the provisions of clause 4, the Member shall enjoy the rights and privileges of membership under this Constitution and the Act.

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- 3.8 All Members have the right to receive notices of and to attend and be heard at any general meeting.
- 3.9 All Organisational Members and Individual Members have the right to vote at any general meeting.
- 3.10 All Individual Members have the right to stand for election to the Board.
- 3.11 All Organisational Members have the right for one of their nominees to stand for election to the Board.

Ongoing Honorary Member and Life Member Obligations and Rights

- 3.12 All Honorary Members are:
- (a) entitled to be Members for the period determined by the Board;
 - (b) entitled to attend general meetings but are not entitled to vote at general meetings or to stand for election to the Board irrespective of anything to the contrary set out elsewhere in this constitution;
 - (c) exempt from paying annual subscription fees unless otherwise determined by the Board; and
 - (d) subject to the terms and conditions of membership for an Honorary Member as determined by the Board from time to time.
- 3.13 All Life Members are:
- (a) entitled to all rights and subject to ongoing Member obligations set out in clause 3.6 to 3.10;
 - (b) exempt from paying annual subscription fees unless otherwise determined by the Board; and
 - (c) subject to the terms and conditions of membership for a Life Member as determined by the Board from time to time.

Register of Members

- 3.14 A Register of the Members must be kept in accordance with the Act.
- 3.15 The following details must be entered and kept current (subject to the next clause 3.16) in the Register in respect of each Member:
- (a) the full name and contact details of the Member;
 - (b) in the case of an Organisational Member the ACN or equivalent identifier of the Member and the full name, address and facsimile number, if any, of its representative; and
 - (c) the category of membership (including, in the case of Individual Members, whether they are admitted as Individual Members, Honorary Members or Life Members);
 - (d) the date of admission to and cessation of membership; and
 - (e) such other information as the Board requires.
- 3.16 Each Member must notify the Secretary in writing of any change in that person's name, address, telephone or facsimile number within 1 month after the change.

4 Application fee and annual subscription

Application fee

- 4.1 The application fee payable by applicants for admission to any of the following:
- (a) Organisational Membership; or
 - (b) Individual Membership; or
 - (c) Honorary Membership; or
 - (d) Life Membership

shall be determined by resolution of the Board.

Annual subscription

- 4.2 The annual subscription fee payable by Organisational Members, Individual Members, Honorary Members and Life Members respectively shall be determined by resolution of the Board.
- 4.3 All annual subscriptions are due and payable in advance on 1 July in each year or such other date as the Board determines from time to time.
- 4.4 If a person applies for membership after the due date in any year, the Board may reduce the annual subscription payable by the applicant in such manner as they think fit.
- 4.5 No part of any annual subscriptions shall be refundable to a Member who ceases to be a Member in accordance with this Constitution, unless the Board in its discretion determines otherwise.

Unpaid annual subscriptions

- 4.6 If the annual subscription of a Member remains unpaid for 2 months after it becomes payable:
- (a) the Member ceases to be entitled to the rights and privileges of membership;
 - (b) the Secretary may, if directed by the Board, give a written notice of demand (in this clause called a “**Demand**”) to the Member requesting immediate payment of the outstanding amount
 - (c) the Member remains liable for all of the obligations and liabilities of membership for 6 months after the Demand is given;
 - (d) if the arrears are paid within 6 months of the Demand, the rights and privileges of membership shall be reinstated; and
 - (e) if the arrears are not paid within 6 months of the Demand, upon expiry of the 6 month period, subject to clause 4.7, the Member ceases to be a Member and their name must be removed from the Register.
- 4.7 After considering relevant circumstances, the Board may by resolution extend the 6 month period referred to in clause 4.6 within which a Member may pay the arrears without termination of their membership.

5 Removal and cessation of membership

Resignation

- 5.1 A Member may resign from membership of Open Minds by giving written notice to the Secretary, and the resignation shall take effect from the date of receipt of the notice of resignation or such later date as may be stated in the notice.

Failure to pay

- 5.2 A Member may be removed in accordance with clauses 4.6 and 4.7 for non-payment of annual subscriptions.

Removal from Membership

- 5.3 Subject to clause 5.4, a Member may be removed by ordinary resolution of the Members at a general meeting.
- 5.4 The following provisions must be fulfilled before a Member can be removed by a resolution of the Members under clause 5.3:
- (a) a majority of the Directors must agree that the Member is no longer considered suitable to be a Member of Open Minds;
 - (b) the Board must give at least 2 months' written notice to the Member of the intention to terminate their membership,
 - (c) the Member must be invited, in the written notice, to provide to the Board any written representations which the Member wishes the meeting of Members to consider;
 - (d) if the Member makes written representations, and requests that they be notified to the Members, in sufficient time before the notices of meeting are sent to the Members, the Board must ensure that a copy of the representations is included in the notices calling the meeting;
 - (e) if copies of the representations have not been included in the notices of meeting, for any reason, the Member may require the representations to be read out at the meeting; and
 - (f) whether or not representations have been circulated or read, the Member must be given a full and fair opportunity to address the meeting.

Other cessation of membership

- 5.5 An Individual Member, Honorary Member or Life Member ceases to be a Member:
- (a) on the death of the Member;
 - (b) on the bankruptcy of the Member; or
 - (c) the retirement in writing of the Member or the expiry of the Member's membership.
- 5.6 An Organisational Member ceases to be a Member:
- (a) if it is wound up or is otherwise dissolved, deregistered or otherwise ceases to exist;

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- (b) on the insolvency of the Member; or
 - (c) the retirement in writing of the Member or the expiry of the Member's membership.

6 No profits for members

Transfer of income or property

- 6.1 Subject to clause 6.2, all of the assets and income of Open Minds shall be applied solely in the furtherance of the objects of Open Minds and no portion shall be distributed directly or indirectly to any Member.

Payments, services and information

- 6.2 Nothing in clause 6.1 prevents the payment, in good faith, of an amount, calculated on arm's length terms, in respect of:
- (a) remuneration payable to an employee of Open Minds, who is also a Member, for services actually rendered to Open Minds;
 - (b) goods or services actually supplied to Open Minds by a Member in the ordinary and usual course of the Member's business.
- 6.3 Nothing in clause 6.1 prevents directors of Open Minds being paid reasonable remuneration in their capacity as directors of the company, subject to clause 6.4.
- 6.4 The amount of directors' aggregate annual remuneration shall be determined by the Board provided that:
- a. the initial amount of directors' remuneration; and
 - b. any subsequent increase to this amount which is greater than annual indexation in line with the Consumer Price Index
- must:
- i. be based on a recommendation made by a Committee formed for this purpose pursuant to clause 12.17; and
 - ii. be fair and reasonable, taking into account the company's objects.

7 General meetings

Convening of meetings

- 7.1 The Chair or any 2 Directors may at any time request the Secretary to convene a general meeting of the Members and the Secretary must comply with all such requests.
- 7.2 The Board must call and arrange to hold a general meeting of the Members if required to do so by Members entitled to at least 5% of the votes of the Members.
- 7.3 A general meeting may be called or held using any technology consented to by all the Members. The consent may be a standing one. A Member may only withdraw their consent within a reasonable period before the meeting.

Notice of general meeting

- 7.4 Notice of a general meeting:
- (a) may be given by any form of communication permitted by the Act.
 - (b) must specify the place, the day and the hour of meeting and if the meeting is to be held in 2 or more places, the technology that will be used to facilitate the meeting, the general nature of the business to be transacted and any other matters as are required by the Act.
- 7.5 The accidental omission to give notice of any general meeting to, or the non receipt of a notice by, a person entitled to receive notice does not invalidate a resolution passed at the general meeting.

Quorum at general meetings

- 7.6 A quorum for the purposes of a general meeting of Members shall be 7 members, who are entitled to vote, present personally or by proxy.
- 7.7 If a quorum is not present within half an hour from the time appointed for the meeting or a longer period allowed by the chair:
- (a) if the meeting was convened by or on the requisition of Members, it must be dissolved; or
 - (b) in any other case it must stand adjourned to the same day in the next week at the same time and place or to another day and at another time and place determined by the Board.
- 7.8 If a meeting has been adjourned to another time and place determined by the Board, then notwithstanding any other provision, not less than 7 days' notice of the adjourned meeting must be given in the same manner as in the case of the original meeting.
- 7.9 If, at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting must be dissolved.

Appointment of chair and powers of chair

- 7.10 The Chair or, in his/her absence, the Deputy Chair, shall preside as chair at every general meeting of Members.
- 7.11 If for any reason there is not then a Chair or a Deputy Chair, or if neither of them is present within 15 minutes of the time nominated for the meeting to start, the Members who are present and entitled to vote at the meeting shall select one of their number to chair the meeting.
- 7.12 The chair of a general meeting may, in his/her discretion, expel any person from a general meeting if the chair reasonably considers that the person's conduct is inappropriate.

Casting Vote of Chair

- 7.13 The chair of a general meeting is not entitled to a second or casting vote on all resolutions, whether by show of hands or on a poll (see clauses 7.18 and 7.21).

Adjournment of meetings

- 7.14 The chair may, with the consent of any meeting at which a quorum is present, and must if so directed by the meeting, adjourn the meeting to another time and to another place.
- 7.15 The only business that may be transacted at any adjourned meeting is the business left unfinished at the meeting from which the adjournment took place.
- 7.16 When a meeting is adjourned for 30 days or more notice of the adjourned meeting must be given as in the case of an original meeting.
- 7.17 When a meeting is adjourned for less than 30 days, it is not necessary to give a further notice of the adjourned meeting.

Voting on show of hands

- 7.18 All resolutions put to the vote of a general meeting of Members must be decided on a show of hands unless a poll is demanded in accordance with clause 7.21.
- 7.19 On a show of hands, every Individual Member and every duly appointed representative of an Organisational Member (see clause 9) has one vote.
- 7.20 On a show of hands, a declaration by the chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of Open Minds, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

Vote on a poll

- 7.21 A poll may be demanded in respect of a resolution at a general meeting:
- (a) by the chair; or
 - (b) by at least 5 Members present and entitled to vote on the resolution:
 - 1. before the vote on that resolution is taken;
 - 2. before the result is declared on a show of hands; or
 - 3. immediately after the result is declared on a show of hands.
- 7.22 On a poll every Individual Member and Organisational Member present in person or by proxy, attorney or representative (as the case may be) has one vote.
- 7.23 If a poll is duly demanded, it must be taken in the manner and, except as to the election of a chair or on a question of adjournment, either at once or after an interval or adjournment or otherwise as the chair directs. The result of the poll is the resolution of the meeting at which the poll is demanded.
- 7.24 A poll demanded on the election of a chair or on a question of adjournment must be taken immediately.

8 Proxies

Proxies and representatives of Members

- 8.1 At meetings of Members, each Member entitled to vote may vote in person or by proxy or by attorney subject to the limitations in clauses 7.18 and 7.21.
- 8.2 A person attending as a proxy, attorney or representative of a Member, as the case requires, shall be deemed to have all the powers of the relevant Member, except where expressly stated to the contrary in this Constitution or the Act.

Appointment of proxies

- 8.3 A Member may appoint another person who is an Individual Member, or the duly appointed representative of an Organisational Member, as their proxy to attend and vote in their place at a general meeting.
- 8.4 The proxy must be appointed in writing, in the form from time to time required by the Board, and signed by the Member appointing the proxy.
- 8.5 If the document appointing a proxy specifies the manner in which the proxy is to vote in respect of a particular resolution, the proxy is not entitled to vote on the resolution except in the manner specified in the document.

Verification of proxies

- 8.6 Notwithstanding any other provision, a proxy shall be deemed to be invalid unless the following provisions are fulfilled:
- (a) each Member appointing a proxy must send or deliver to Open Minds, for receipt at least 48 hours before the time for holding the meeting or adjourned meeting at which the proxy proposes to vote, the following:
 - 1. the document appointing the proxy; and
 - 2. if the appointment is signed by the Member's attorney, the authority under which the appointment was signed or a certified copy of that authority.
 - (b) The required documents must be either sent or delivered to Open Minds' registered office address, fax number or electronic address specified for that purpose in the notice convening the meeting

Revocation of appointment of proxy

- 8.7 A vote given in accordance with the terms of a proxy document or power of attorney is valid despite:
- (a) the death or unsoundness of mind of the appointor; or
 - (b) the revocation of the instrument or of the authority under which the instrument was executed,
- except where the Secretary has been notified in writing of such event before the commencement of the meeting or adjourned meeting at which the proxy is used, in which case the proxy shall be deemed to be invalid.

9 Organisational Members' Representatives

- 9.1 An Organisational Member may appoint an individual as a representative to exercise all or any of the powers the Organisation may exercise:
- (a) at general meetings of the Members;
 - (b) at meetings of creditors or debenture holders; or
 - (c) relating to resolutions to be passed without meetings.
- 9.2 The appointment may be a standing one.
- 9.3 The appointment may set out restrictions on the representative's powers. If the appointment is to be by reference to a position held, the appointment must identify the position.
- 9.4 An Organisational Member may appoint more than 1 representative but only 1 representative may exercise the body's powers at any one time.
- 9.5 Unless otherwise specified in the appointment, the representative may exercise, on the Organisational Member's behalf, all of the powers that the Organisation could exercise at a meeting or in voting on a resolution.

10 Appointment and retirement of directors

Number of Directors

- 10.1 There will be a minimum of 5 and a maximum of 9 Directors.
- 10.2 Open Minds may, by resolution of its Members, increase and/or decrease the number of Directors, provided that the number must not fall below 3. The Members may also determine in what rotation the increased or reduced number is to go out of office.

Term of Office of Directors

- 10.3 Subject to clause 10.5, there will be a rotational system of election of Directors, who will serve 3 year terms each starting from the annual general meeting at which they were elected, so that approximately one third of the Directors will retire at each annual general meeting, but, subject to clause 10.9 will be eligible for re-election.
- 10.4 For the purposes of clause 10.3, a person who has been duly appointed to fill a casual vacancy:
- (a) created by the early retirement of a Director, will be deemed to have been elected to the Board at the time the Director whose place he/she filled was elected to the Board; or
 - (b) resulting from a vacant position for a Director which was not filled at an annual general meeting, will be deemed to have been elected at the annual general meeting at which the position was open for election.
- 10.5 A Director elected or appointed after 24th November 2003 will not be eligible to serve more than 10 consecutive years, or 3 consecutive terms of office (whichever is greater).

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- 10.6 Open Minds may, by resolution of its Members, increase and/or decrease the maximum term of office of Directors.
- 10.7 A Director ineligible for office under clause 10.5 becomes eligible again after 2 years from the date when they last ceased to be a Director.

Eligibility of Directors

- 10.8 A Director retiring at an annual general meeting, and who is not disqualified by law or by this Constitution from being reappointed, is eligible for re-election.
- 10.9 To be eligible to stand for election as a Director or to occupy the office of Director of Open Minds (whether by election or appointment to fill a casual vacancy) a person must satisfy the following criteria:
- (a) the person must not be an employee of Open Minds;
 - (b) the person must be either an Individual Member or the nominee of an Organisational Member;
 - (c) the person must not be disqualified by law from being a director of a company; and
 - (d) in accordance with clause 10.5, the person must not then have already served for 10 consecutive years or more as a Director of Open Minds.

Election of Directors

- 10.10 An election of Directors will take place at each annual general meeting (unless there are no more candidates than are required to fill the vacant positions, in which case the provisions of clause 10.11 will apply) in the following manner:
- (a) all nominations for election as a Director must be in writing in the form from time to time required by the Board and signed by:
 - (i) one Member who nominates the person to stand for election;
 - (ii) by one Member who seconds the nomination of the person to stand for election; and
 - (iii) by the nominee consenting to such nomination;
 - (b) only persons who are eligible for election as a Director under this Constitution (see clause 10.9) may be nominated to stand for election;
 - (c) all Members may nominate and/or second any number of persons who are Individual Members of Open Minds to stand for election at each election of Directors;
 - (d) without limiting that right, each Organisational Member may nominate a maximum of one person, who is not an Individual Member, to stand for election as a Director at each election, provided that this right cannot be exercised if there is already such a nominee of that Organisational Member sitting on the Board who is not due to retire at the relevant election;
 - (e) a nomination of a person for election as a Director shall be invalid if signed on behalf of a Member by its representative where the representative is one and the same as the person standing for election;

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- (f) all nominations must be delivered to and lodged with the Secretary not less than 30 days prior to the date fixed for the holding of the relevant annual general meeting;
 - (g) Organisational Members, Individual Members and Life Members present in person or by proxy, attorney or representative at the annual general meeting are entitled to vote for election of Directors to the Board;
 - (h) in accordance with the Act, Members wishing to vote for a particular candidate must not be required to vote for another candidate in order to elect the first candidate; that is, 'bloc' voting is not to be required;
 - (i) the vote is to be conducted by show of hands, unless a poll is effectively demanded; and
 - (j) the election must be determined using the first-past-the-post method; that is, the candidate who obtains the greatest number of votes is to be declared elected to the position.

Appointment of candidates by resolution of Members

10.11 Where the number of candidates:

- i. who nominate for election under clause 10.10; and
- ii. who meet the requirements specified in clauses 10.10(a)-(f)

is less than or equal to the number of vacant positions to be filled, then an election is not required to be held and the candidate(s) may be appointed by a resolution of the annual general meeting.

Filling casual vacancies of directors

10.12 The Board may at any time appoint a person who would be eligible to stand for election as a Director, to be a Director to fill a casual vacancy:

- (a) created by the early retirement of a Director; or
- (b) resulting from a vacant position for a Director not having been filled at an annual general meeting,

and a Director appointed under this clause shall serve on the Board until the next annual general meeting when they will be eligible for election.

Retirement and removal from office

10.13 A Director may retire from office by giving notice in writing to Open Minds of that Director's intention to retire. A notice of resignation takes effect at the time of giving the notice to Open Minds or, if another time is specified in the notice, at that time.

10.14 Open Minds may by ordinary resolution remove a Director from office and may by ordinary resolution appoint another person as a replacement.

10.15 A person appointed to replace a Director under clause 10.14 must retire as a Director at the next annual general meeting at which the Director they are replacing would have been required to retire if they had not been removed.

Vacation of office

- 10.16 Without limiting any other provision, the office of a Director becomes vacant if required by the Act or if the Director:
- (a) becomes an insolvent under administration;
 - (b) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (c) is absent without the consent of the Directors from the meetings of the Directors held during a continuous period of 3 months and the board resolves that the office of that Director be vacated; or
 - (d) is prohibited from being a Director by reason of the operation of the Act or any other relevant legislation; or
 - (e) is convicted on indictment of an offence and the directors do not within one month after that conviction resolve to confirm the director's appointment or election (as the case may be) to the office of director.

11 Powers of directors

- 11.1 The Directors may exercise all of the powers of Open Minds which are not, by the Act or by this Constitution, required to be exercised by the Members in general meeting or otherwise.

12 Proceedings of directors

Convening of Directors' meetings

- 12.1 The Board shall meet not less than 4 times per year, but otherwise as necessary to discharge their duties and functions.
- 12.2 The Chair or the Deputy Chair or any other 2 Directors may request the Secretary to convene a meeting of the Board at any time and the Secretary must comply with such request.
- 12.3 Notice of each meeting of the Directors must be given to each Director within a reasonable time before the meeting, or otherwise as determined by resolution of the Board, except in the case of a Director who is out of Australia or who has been given leave of absence from the Board.
- 12.4 A Directors' meeting may be called or held using any technology consented to by all the Directors. The consent may be a standing one. A Director may only withdraw their consent within a reasonable period before the meeting. The Directors may otherwise regulate their meetings as they think fit.

Quorum and voting at directors' meetings

- 12.5 A quorum for the purposes of a meeting of the Board is 3.
- 12.6 Questions arising at a meeting of the Board must be decided in the manner from time to time determined by the Board, and in the absence of any such agreement, by a majority of votes of Directors present and voting.

Chair and Deputy Chair

- 12.7 The Board will elect from amongst the Directors:
- (a) a Chair; and
 - (b) a Deputy Chair.
- 12.8 The Board may elect from amongst the directors other office bearers as determined by the Board.
- 12.9 Each of the persons elected under clause 12.7 or 12.8 will serve a term of 2 years unless:-
- (a) they are unable or unwilling to continue to serve for the full period; or
 - (b) the Board votes to remove them during the 2 year term; or
 - (c) the Board nominates a shorter term at the time of election.
- 12.10 Subject to clause 12.11 a person elected to office under clause 12.7 or 12.8 may be elected after each 2 year term expires.
- 12.11 A Director shall not serve more than 6 consecutive years as Chair unless the Board determines that, in all the circumstances, a longer period of service is required and is in the best interests of Open Minds.
- 12.12 The Chair or, in his/her absence, the Deputy Chair, shall preside as chair at every meeting of the Board.
- 12.13 If for any reason there is not then a Chair or a Deputy Chair, or neither of them is present within 15 minutes of the time nominated for the Board meeting to start, the Directors who are present and entitled to vote at the meeting shall select one of their number to chair the meeting.

Chair's vote at Directors meetings

- 12.14 In addition to his/her primary vote, the chair has a casting vote on all resolutions which attract equal numbers of votes at meetings of Directors.

Delegation of powers to committee

- 12.15 The Board may delegate any of their powers to committees consisting of such Directors and such other persons as they think fit.
- 12.16 In the exercise of any powers delegated to it, a committee formed by the Board:
- (a) must conform to the directions of the Board; and
 - (b) otherwise shall conduct its meetings and proceedings in accordance with the provisions of this Constitution, as far as practicable, as if they were meetings and proceedings of the Board.
- 12.17 The Board must establish a Committee to make recommendations to the Board on the appropriate aggregate level of Board remuneration and the division between directors of such remuneration.
- The composition of the Committee should include one person independent of the Board however where this is not practicable, the Committee will seek independent advice to guide it in making recommendations to the Board on director remuneration.

Validity of acts of Directors

- 12.18 All acts done by a meeting of the Board or of a committee appointed by the Board or by a person acting as a Director are valid even if it is later discovered that there is a defect in the appointment of a person to be a Director or a member of the committee or that they or any of them were disqualified or were not entitled to vote.

Minutes

- 12.19 The Board must cause minutes of all proceedings of general meetings, of meetings of the Board and of committees formed by the Board to be entered, within one month after the relevant meeting is held, in books kept for the purpose.
- 12.20 The Board must cause all minutes, except resolutions in writing treated as determinations of the Board, to be signed by the chair of the meeting at which the proceedings took place or by the chair of the next succeeding meeting.

Resolution in writing

- 12.21 The Directors may pass a circular resolution without a Directors' meeting being held.
- 12.22 A circular resolution is passed if all the Directors entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in clause 12.23 or clause 12.24 below.
- 12.23 Each Director may sign:
- a. a single document setting out the resolution and containing a statement that they agree to the resolution; or
 - b. separate copies of that document, as long as the wording of the resolution is the same in each copy.
- 12.24 Open Minds may send a circular resolution by email to the Directors and the Directors may agree to the resolution by sending a reply email to that effect, provided that the text of the resolution is included in their reply.
- 12.25 A circular resolution is passed when the last Director signs or otherwise agrees to the resolution in the manner set out in clause 12.23 or clause 12.24.

13 Chief Executive Officer

- 13.1 The Board may appoint any person, to the position of chief executive officer (by whatever title) (the "Chief Executive Officer") for the period and on the terms (including as to remuneration) the Board see fit.
- 13.2 The Board may, upon terms and conditions and with any restrictions they see fit, confer on a Chief Executive Officer any of the powers that the Directors can exercise.

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- 13.3 The Board may revoke or vary:
- (a) an appointment; or
 - (b) any of the powers conferred on an executive officer.
- 13.4 If the Chief Executive Officer becomes incapable of acting in that capacity the Directors may appoint any other person, not being a Director, to act temporarily as Chief Executive Officer.

14 Secretary

- 14.1 The Directors may:
- (a) Appoint, and terminate the appointment of, one or more Secretaries;
 - (b) determine their terms and conditions of appointment.
- 14.2 A Secretary shall be responsible to carry out all acts and deeds required by this Constitution, the Act or by law to be carried out by the secretary of Open Minds.
- 14.3 If there is no Secretary appointed at any time, then all such acts and deeds shall be the responsibility of the Chief Executive Officer or his/her nominee.

15 By-laws

- 15.1 The Board may, by resolution of the Board, make or adopt by-laws with respect to any matter or thing for the purposes of giving effect to any provision of this Constitution or generally for the purposes of carrying out the objects of Open Minds, which by-laws shall be binding on the Members, provided that to the extent of any inconsistency, this Constitution shall prevail over all such by-laws.

16 Seals and execution of documents

- 16.1 Open Minds will not have a common seal.
- 16.2 Open Minds may execute a document by having it signed by:
- (a) 2 Directors; or
 - (b) a Director and a Secretary.

17 Surplus assets on winding up or dissolution

- 17.1 In the event of Open Minds being wound up, dissolved or if the endorsement as a deductible gift recipient is revoked, any surplus assets remaining after the payment of the organisation's liabilities shall be transferred to another fund, authority or institution which has similar objects to the objects of Open Minds and to which income tax deductible gifts can be made.

18 Indemnity

Costs and expenses

- 18.1 Every officer and past officer of Open Minds is indemnified by Open Minds against a liability for costs and expenses incurred by that person as an officer:
- (a) in defending any proceedings, whether civil or criminal, in which judgement is given in favour of the person or in which the person is acquitted; or
 - (b) in connection with any application in relation to those proceedings in which the Court grants relief to the person under the Act.

Liabilities to third parties

- 18.2 Every officer and past officer of Open Minds is indemnified against a liability incurred by that person as an officer to a person other than Open Minds or a related body corporate, except a liability which arises from conduct that involves a lack of good faith.

Insurance premiums

- 18.3 Open Minds may pay the premium on a contract insuring a person who is or has been an officer of Open Minds against:
- (a) a liability for costs and expenses incurred by the person in defending proceedings arising out of the person's conduct as an officer, whether civil or criminal and whatever their outcome; and
 - (b) other liability incurred by the person as an officer of Open Minds except a liability which arises from conduct that involves a wilful breach of duty in relation to Open Minds or a contravention of sections 232(5) and (6) of the Act.

19 Accounts, audit and records

Accounts

- 19.1 The Board must cause proper accounting and other records to be kept in accordance with the Act and must comply with the requirements of the Act in respect of reporting and the provision of accounts to Members.

Audit

- 19.2 A registered company auditor must be appointed.
- 19.3 The remuneration of the auditor must be fixed and the auditor's duties regulated in accordance with the Act.

Rights of Inspection

- 19.4 Subject to the Act, the Board shall determine whether and to what extent, and at what times and places and under what conditions, the accounting records and other documents of Open Minds or any of them are open to the inspection of Members other than Directors, and a Member other than a Director does not

have the right to inspect any document of Open Minds except as provided by law or authorised by resolution of the Board.

20 Notices

Persons authorised to give notices

- 20.1 A notice given by either Open Minds or a Member in connection with this Constitution may be given on behalf of Open Minds or Member by a solicitor, or, in the case of Open Minds, by the Secretary or a Director.
- 20.2 The signature of a person on a notice given by Open Minds may be written, printed or stamped.

Method and time of giving notices

- 20.3 In addition to the method for giving notices permitted by statute, a notice by Open Minds or a Member in connection with this Constitution may be given by:
- (a) delivering it to the street address of the addressee and shall be taken to have been received at the time of delivery;
 - (b) sending it by prepaid ordinary post (airmail if outside Australia) to a street or postal address of the addressee and shall be taken to have been received on the next business day (or 5th business day if sent outside Australia) after posting;
 - (c) sending it by facsimile or e-mail to the facsimile number or e-mail address of the addressee and shall be taken to have been received when the transmission is complete ; or
 - (d) sending it by means of any other technology which the Members in general meeting agree to be permissible for the purpose of giving notices.

Addresses for giving notices to Members and to Open Minds

- 20.4 For the purposes of clause 20.3:
- (a) the address, facsimile, email or other contact details of a Member are the last details formally notified by the Member to Open Minds with a request that they be recorded in the Register or the other records of Open Minds.
 - (b) The street and postal address of Open Minds is the registered office of Open Minds and the facsimile, e-mail or other contact details are as Open Minds may specify from time to time by written notice to the Members as the contact details for Open Minds.

Proof of giving notices

- 20.5 The sending of a notice by facsimile or e-mail and the time of completion of transmission may be proved conclusively by production of:
- (a) a transmission report by the facsimile machine from which the notice was transmitted which indicates that a facsimile of the notice was sent in its entirety to the facsimile number of the addressee; or

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- (b) a print out of an acknowledgement of receipt of the e-mail.

Persons entitled to notice of meeting

- 20.6 Notice of every general meeting must be given by a method authorised by this Constitution to every Member, Director and the auditor for the time being of Open Minds, if any. No other person is entitled to receive notices of general meetings.

21 Interpretation

References to law and the Constitution

- 21.1 A reference to:
- (a) any legislation includes any regulation or instrument made under it and where amended, re-enacted or replaced means that amended, re-enacted or replacement legislation; or
 - (b) this Constitution, where amended, means this Constitution as so amended.

Replaceable rules

- 21.2 Each of the provisions of the Act which would but for this clause apply to Open Minds as a replaceable rule within the meaning of the Act are displaced and do not apply to Open Minds.

Presumptions of interpretation

- 21.3 Unless the context otherwise requires a word which denotes:
- (a) the singular denotes the plural and vice versa;
 - (b) any gender denotes the other genders; and
 - (c) a person denotes an individual and a body corporate.
- 21.4 Where a word or phrase is given a defined meaning any other part of speech or other grammatical form in respect of that word or phrase has a corresponding meaning.
- 21.5 Headings and any table of contents must be ignored in the interpretation of this Constitution.
- 21.6 Unless the context otherwise requires a reference to a time of day means that time of day in the state or territory in which the Office is situated.
- 21.7 For the purposes of determining the length of a period (but not its commencement) a reference to:
- (a) a day means a period of time commencing at midnight and ending 24 hours later; and
 - (b) a month means a calendar month which is a period commencing at the beginning of a day of one of the 12 months of the year and ending immediately before the beginning of the corresponding day of the next

month or, if there is no such corresponding day, ending at the expiration of that next month.

- 21.8 Where a period of time is specified and is to be calculated before or after a given day, act or event it must be calculated without counting that day or the day of that act or event.
- 21.9 A provision of this Constitution, except that specifying the time for deposit of proxies with Open Minds, which has the effect of requiring anything to be done on or by a date which is not a business day must be interpreted as if it required it to be done on or by the next business day.
- 21.10 A reference to a business day means a day during which banks are open for general banking business in the state or territory in which the Office is situated

22 Definitions

- 22.1 In this constitution:

Act means the Corporations Act 2001.

Board means the board of Directors of Open Minds.

Chair means the Chair of the Board, appointed from time to time under clause 12.7.

Deputy Chair means the Deputy Chair of the Board appointed from time to time under clause 12.7.

Director means a person appointed to perform the duties of a director of Open Minds.

Honorary Member means a natural person who has been determined by the Board to have provided valuable service to Open Minds and as a result of that recognition enjoys those rights of an Honorary Member set out in clause 3.12.

Individual Member means a natural person admitted to membership under clause 3.3 (or who was already an Individual Member at the date of adoption of this Constitution).

Life Member means a natural person who has been determined by the Board to have provided valuable service to Open Minds and as a result of that recognition enjoys those rights of a Life Member set out in clause 3.13.

Member means a person who, at the relevant time, is a member of Open Minds in accordance with clause 3.1 of this Constitution.

Organisation means a:

- a) company under the Act
- b) a body corporate, whether incorporated in Queensland or any other place
- c) an unincorporated body that is recognised by Open Minds as an Organisation for the purposes of applying for or becoming an Organisational Member.

Organisational Member means an Organisation admitted to membership under clause 3.3 of this Constitution (or who was already an Organisational Member at the date of adoption of this Constitution).

Open Minds means Open Minds Australia Limited ACN 009 687 030.

Register means the register of Members kept by Open Minds under the Corporations Act 2001 (see clauses 3.14 and 3.15).

Secretary means a person appointed to perform the duties of a secretary of Open Minds.