Indigenous Allied Health Australia

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Constitution of Indigenous Allied Health Australia Limited

IAHA Annual General Meeting 21 October 2026

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Indigenous Allied Health Australia Limited (ABN 42 680 384 985)

Constitution

Preliminary

1. Definitions

In this Constitution:

Aboriginal and Torres Strait Islander means a person who:

(a) is of Aboriginal and/or Torres Strait Islander descent; and

(b) identifies as an Australian Aboriginal and/or Torres Strait Islander person; and

(c) is accepted as such by the community in which s/he lives or has lived.

ACNC Act means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth).

AGM means the annual general meeting of the Company as required by the Corporations Act.

Aboriginal and Torres Strait Islander Health means the physical well-being of an individual as well as the social, emotional and cultural well-being of the whole community in which each individual is able to achieve their full potential as a human being with a view to bringing about the total well-being of their community. It is a whole-of-life view and includes the cyclical concept of life-death-life.

Aboriginal and/or Torres Strait Islander Organisation means a body corporate, or other entity capable in law of holding rights and obligations in its own name, that:

(a) has majority Aboriginal and/or Torres Strait Islander membership or ownership; and

(b) a majority of its Board (or governing body) comprises Aboriginal and/or Torres Strait Islander persons.

Allied Health means any one or more healthcare disciplines that contribute to a person's physical, sensory, psychological, cognitive, social, emotional and cultural wellbeing, but excludes medicine, nursing and Aboriginal and Torres Strait Islander health worker/practitioner roles. This healthcare may be delivered by Indigenous and/or non-Indigenous health professionals and is characterised by a holistic and comprehensive approach, taking in to consideration the Aboriginal or Torres Strait Islander person's physical, sensory, psychological, cognitive, social, emotional and cultural wellbeing. Allied health functions include but are not limited to, services related to the identification, evaluation, management and prevention of disease and disorders; dietary and nutritional services; and rehabilitation services. Allied Health services should strive to achieve the state where every individual is able to achieve their full potential as a human being and thus bring about the total well-being of their community.

Allied Health Course means a field of study or branch of knowledge studied at a tertiary level that equips a person with the skills and knowledge to work in Allied Health;

Allied Health Professional means a health professional who;

(a) has been awarded a tertiary qualification at Bachelor Degree (AQF Level 7) or higher in an Allied Health Course; and

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(b) has attained the necessary knowledge, attributes, attitudes and skills required to be an autonomous practitioner and practices in an evidence based paradigm using a recognised body of skills and knowledge to contribute to the physical, sensory, psychological, cognitive, social, emotional and cultural wellbeing of people so that each individual is able to achieve their full potential as a human being; and

(c) does not practise as a medical practitioner, nurse or Aboriginal and Torres Strait Islander health worker/practitioner.

ASIC means the Australian Securities and Investment Commission.

Associate Member means a person or organisation referred to in Articles 7(d) and 7(e).

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

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

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

Chair means the inaugural Chair of the Company or any person subsequently appointed to that office in accordance with Article 57.

Company means the Indigenous Allied Health Australia Limited (ABN 42 680 384 985).

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

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

Deputy Chair means the inaugural Deputy Chair of the Company or any person subsequently appointed to that office in accordance with Article 57.

Director means a person who is, for the time being, a director of the Company and includes a Director (Graduate) and a Director (Independent).

Director (Graduate) has the meaning given in Article 39(b).

Director (Independent) has the meaning given in Article 39(d).

Fee means a fee or levy referred to in Article 17(a) or 19(b).

Financial Year means the year ending on 30 June.

Full Member means an Allied Health graduate, Allied Health student, or a member of the Allied Health workforce referred to in Articles 7(a), 7(b) and) 7(c).

General Meeting means a meeting of Members other than the AGM.

Gift Fund means the bank account established and maintained in accordance with Article 63.

Good Faith means the requirement to act honestly and in the best interests of the Company. Good faith is a subjective standard, which means that the relevant person will be taken to have

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acted in good faith if they, at the time of the undertaking, believed that they were acting in the best interest of the Company and were not influenced by their own ulterior motives.

Hybrid Meeting has the meaning given in Article 20(a)(ii).

IAHA NT WD means IAHA NT Workforce Development Limited ABN 29 651 068 629.

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

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

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

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

Objects of the Company means the objects referred to in Article 5.

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

Physical Meeting has the meaning given in Article 20(a)(i).

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

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

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

Virtual Meeting has the meaning given in Article 20(a)(iii).

Virtual Meeting Technology means any technology that allows a person to participate in a meeting without being physically present at the meeting

2. Interpretation

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

(a) a word importing the singular includes the plural (and vice versa);

(b) a word indicating a gender includes every other gender;

(c) if a word or phrase is given a defined meaning, any other part of speech or grammatical form of that word or phrase has a corresponding meaning;

(d) the word "includes" in any form is not a word of limitation;

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(e) a reference to something being "written" or "in writing" includes that thing being represented or reproduced in any mode in a visible form;

(f) a notice or document required by this Constitution to be signed may be authenticated by any other manner permitted by the Corporations Act or any other law;

(g) a reference to "$" or "dollars" is a reference to Australian currency; and

(h) a reference to a statute includes its delegated legislation and a reference to a statute or delegated legislation or a provision of either includes consolidations, amendments, re-enactments and replacements.

3. Application of Corporations Act and the ACNC Act

(a) Unless the context indicates a contrary intention, in this Constitution:

(i) a reference to the Corporations Act is to the Corporations Act in force in relation to the Company after taking into account any waiver, modification or exemption which is in force either generally or in relation to the Company; and

(ii) a word or phrase given a meaning in the Corporations Act has the same meaning in this Constitution where it relates to the same matters as the matters for which it is defined in the Corporations Act, unless that word or phrase is otherwise defined in this Constitution.

(b) The replaceable rules in the Corporations Act do not apply to the Company.

(c) At all times while the Company is a registered charity, the ACNC Act will override any rules in this Constitution which are inconsistent with the ACNC Act.

4. Enforcement

(a) Each Member submits to the non-exclusive jurisdiction of the courts of the Australian Capital Territory, the Federal Court of Australia and the courts competent to determine appeals from those courts with respect to any proceedings that may be brought at any time relating to this Constitution.

(b) If at any time any provision of this Constitution is or becomes illegal, invalid or unenforceable in any respect pursuant to the law of any jurisdiction, then that does not affect or impair:

(i) the legality, validity or enforceability in that jurisdiction of any other provision of this Constitution; or

(ii) the legality, validity or enforceability pursuant to the law of any other jurisdiction of that or any other provision of this Constitution.

Objects

5. Objects of the Company

(a) The objects of the Company are:

(i) to promote, manage and prevent health issues within Aboriginal and Torres Strait Islander peoples and communities;

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(ii) to encourage and advance broad-based education to carers of and service providers to Aboriginal and Torres Strait Islander peoples and communities with ill health or disabilities by facilitating the development of a culturally sensitive and competent Allied Health workforce;

(iii) to encourage and promote research in Allied Health services aimed at improving the health and well being of Indigenous peoples including the relief of poverty, lack of opportunity or other disabilities of Aboriginal and Torres Strait Islander children and adults, and in particular the relief of any such disabilities which may impede their education, development, advancement and employment;

(iv) to monitor and encourage the commitment of all key stakeholders in ensuring the advancement of, and broad-based education regarding, Indigenous health;

(v) to advise all key stakeholders on issues relating to Allied Health services as they pertain to Indigenous health;

(vi) to encourage, promote and facilitate the contributions of Aboriginal and Torres Strait Islander professionals in Allied Health services with the aim of improving Allied Health services to Aboriginal and Torres Strait Islander peoples and communities;

(vii) to operate and maintain a Gift Fund in accordance with the requirements of the Income Tax Assessment Act 1997 (Cth);

(viii) to do all such other lawful things as may be incidental or conducive to the attainment of the above objects, and in pursuing the above objects, the Company will:

A. represent Aboriginal and Torres Strait Islander Allied Health professionals, students and ancillary professionals at all levels, including professional, educational and government;

B. encourage and facilitate a greater number of Aboriginal and Torres Strait Islander Allied Health professionals thus contributing to improved allied health services for Indigenous people and communities in Australia;

C. provide for activities of preservation, respect and the sharing of traditional healing knowledge; and

D. provide for the promotion of the principles of reconciliation.

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(b) The Company may conduct commercial activities and perform commercial services (including on a fee for service basis) within the scope of the Objects of the Company. In doing so, the Company must apply the income and profits solely towards the promotion of those charitable objects in accordance with Articles 61 and 77.

Liability of Members

6. Extent of liability

Each Member undertakes to contribute an amount not exceeding $10 to the property of the Company if the Company is wound up at a time when that person is a Member, or within one (1) year of the time that person ceased to be a Member, for:

(a) payment of the Company's debts and liabilities contracted before that person ceased to be a Member;

(b) payment of the costs, charges and expenses of winding up the Company; and

(c) adjustment of the rights of the contributories among themselves.

Membership

7. Membership categories

There shall be five (5) categories of membership, as follows:

(a) **Full Member - Allied Health Graduate**

(i) A person is eligible for membership as an Allied Health Graduate Full Member of the Company if they:

A. are an Aboriginal and/or Torres Strait Islander person;

B. have graduated from an Allied Health Course with a recognised qualification; and

C. are accepted by the Board as having commitment to the Objects of the Company.

(ii) A person becomes an Allied Health Graduate Full Member upon approval of that person's application by the Board in accordance with Article 8.

(b) **Full Member - Allied Health Student**

(i) A person is eligible for membership as an Allied Health Student Full Member of the Company if they:

A. are an Aboriginal and/or Torres Strait Islander person;

B. are enrolled in an Allied Health Course (and have not graduated from an Allied Health Course with a recognised qualification); and

C. are accepted by the Board as having a commitment to the Objects of the Company.

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(ii) A person becomes an Allied Health Student Full Member upon approval of that person's application by the Board in accordance with Article 8.

(c) **Full Member - Assistant Workforce**

(i) A person is eligible for membership as an Assistant Workforce Full Member of the Company if they:

A. are an Aboriginal and/or Torres Strait Islander person;

B. have obtained a recognised qualification that is in an industry directly connected to or that supports Allied Health and/or an Allied Health Professional; and

C. are accepted by the Board as having a commitment to the Objects of the Company.

(ii) A person becomes an Assistant Workforce Full Member upon approval of that person's application by the Board in accordance with Article 8.

(d) **Associate Member - Individual**

(i) An individual is eligible for membership as an Associate Member of the Company if the individual is:

A. an Aboriginal and/or Torres Strait Islander person; and

B. accepted by the Board as having a commitment to Objects of the Company.

(ii) An individual becomes an Associate Member - Individual upon approval of that person's application by the Board in accordance with Article 8.

(iii) An individual who is an Associate Member - Individual on the date of the Company's 2021 AGM, will cease to be an Associate Member - Individual at the conclusion of that AGM if they do not meet the criteria in Article 7(d)(i)A.

(e) **Associate Member - Corporate**

(i) An organisation is eligible for membership as an Associate Member of the Company if the organisation is:

A. an Aboriginal and/or Torres Strait Islander Organisation; and

B. accepted by the Board as having a commitment to the Objects of the Company.

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(i) An organisation becomes an Associate Member - Corporate upon approval of that organisation's application by the Board in accordance with Article 8.

(ii) An organisation that is an Associate Member - Corporate on the date of the Company's 2026 AGM, will cease to be an Associate Member - Corporate at the conclusion of that AGM if it does not meet the criterion in Article 7(e)(i)A.

8. Membership applications

(a) Each applicant to become a Member must sign and deliver to the Company an application in the form which the Board determines, and pay any initial fee which the Board determines.

(b) The Board determines in its absolute discretion whether an applicant may become a Member. The Board is not required to give any reason for the rejection of any application to become a Member.

(c) If an application to become a Member is accepted by the Board, the Company must give written notice of the acceptance to the applicant as soon as practicable and enter the applicant's name in the Register.

(d) If an application to become a Member is rejected by the Board, the Company must give written notice of the rejection to the applicant and refund in full the fee (if any) paid by the applicant.

(e) Failure by the Company to comply with any notice requirement in Article 8(c) or 8(d) does not invalidate the decision regarding an application.

9. Membership rights

(a) An applicant for membership becomes a Member and is entitled to exercise the rights of membership when their name is entered in the Register of Members.

(b) All Members may attend the Company's AGM.

(c) Full Members have the following rights, subject to this Constitution:

(i) full voting rights;

(ii) speaking rights at a meeting of Members;

(iii) the right to convene a meeting of Members under Article 21;

(iv) the right to put forward resolutions to be voted on at a meeting of Members in accordance with Article 23(c);

(v) the right to stand for election or be appointed as a Director (excluding Allied Health Student Full Members and Allied Health Assistant Workforce Full Members);

(vi) the right to not be removed as a Member unless in accordance with this Constitution; and

(vii) the right to have disputes with another Member or the Company dealt with in accordance with Article 70.

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(d) Associate Members have the following rights, subject to this Constitution:

(i) the right to attend and be heard at a meeting of Members;

(ii) the right to put forward resolutions to be voted on at a meeting of Members in accordance with Article 23(c);

(iii) the right to not be removed as a Member unless in accordance with this Constitution; and

(iv) the right to have disputes with another Member or the Company dealt with in accordance with Article 70.

(e) Subject to the Corporations Act and the rights of a particular class of Members, the Company may vary or cancel rights of Members in that class:

(i) by a special resolution passed at a meeting of the Members included in that class; or

(ii) with the written consent of Members who are entitled to at least 75% of the votes that may be cast by Members included in that class.

(f) Article 38 applies to a meeting held pursuant to Article 9(e)(i).

10. Membership obligations

Each Member shall:

(a) comply with this Constitution, the Corporations Act and the ACNC Act;

(b) comply with any code of conduct adopted by the Company;

(c) treat other Members and the Board with respect and dignity; and

(d) not behave in a way that significantly interferes with the operation of the Company or meetings of Members.

11. Register of Members

(a) The Secretary must establish and maintain a Register of the Members of the Company which records who is a Member.

(b) The Register must contain the following information about each Member:

(i) the Member's name and contact details, including address;

(ii) the category of membership;

(iii) the date on which the Member's name was entered in the Register; and

(iv) such other information as the Board requires.

(c) Where an organisation is a Member, an officer of the organisation or body corporate shall be registered as the Member. The Register must contain:

(i) the organisation’s name and contact details, including address; and

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(ii) the name and contact details, including address of the officer of the organisation.

(d) The Register must be kept at the Company's principal place of business.

(e) The Secretary must ensure that only those particulars required by the Corporations Act relating to a Member are:

(i) available for inspection in accordance with the Corporations Act; and

(ii) given only to a person with the right to have such information in accordance with the Corporations Act.

(f) A Member must lodge with the Secretary a written notice of any change in the Member's name or contact details within twenty eight (28) Business Days of the change occurring. The Company may require reasonable verification of the change.

12. No transfers

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

Cessation of membership

13. Resignation of a Member

(a) Subject to Article 13(b), a Member may at any time resign as a member of the Company by giving the Company notice in writing. Unless the notice provides otherwise, a resignation by a Member takes effect one (1) month after the date of the written notice.

(b) If there is only one (1) Member and the Member gives proper notice of resignation, or on the same day all of the Members give proper notice of resignation, the notice or notices will be ineffective and the Member or Members cannot resign until either another person is appointed as a Member or the Company is wound up.

(c) If a Member resigns, the Company must remove the Member's name from the Register on the date that person ceases to be a Member.

14. Discipline, suspension and expulsion of a Member

(a) Subject to Article 14(b), if:

(i) a Member is in breach of a provision of this Constitution; or

(ii) any act or omission of a Member is, in the opinion of the Board, unbecoming of a Member, prejudicial to the interests or reputation of the Company or is not consistent with the Objects of the Company;

(iii) a Member is, or any step is taken for that Member to become, either an insolvent under administration or an externally administered body corporate; or

(iv) the succession by another body corporate or entity to the assets and liabilities of the Member,

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the Company may:

(v) suspend that Member from membership of the Company for a specified period and on conditions that the Company considers to be appropriate in the circumstances; or

(vi) expel the Member,

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

(b) A resolution under Article 14(a) does not take effect unless:

(i) at a meeting held in accordance with Article 14(c), the Board confirms the resolution; and

(ii) if the Member exercises a right of appeal under this Article, the Company confirms the resolution in accordance with this Article.

(c) A meeting of the Board to confirm or revoke a resolution passed under Article 14(a) must be held not earlier than fourteen (14) Business Days, and not later than twenty eight (28) Business Days, after notice has been given to the Member in accordance with Article 14(d).

(d) A notice given under Article 14(c) must:

(i) set out the resolution of the Board and the grounds on which it is based;

(ii) state that the Member, or their representative, may address the Board at a meeting to be held not earlier than fourteen (14) Business Days and not later than twenty eight (28) Business Days after the notice has been given to that Member;

(iii) state the date, place and time of that meeting; and

(iv) inform the Member that they may do one (1) or both of the following:

A. attend that meeting; or

B. give to the Board before the date of that meeting a written statement seeking the revocation of the resolution; and

(v) inform the Member that, if at that meeting, the Board confirms the resolution, they may, not later than forty eight (48) hours after that meeting, give the Secretary a notice to the effect that they wish to appeal the resolution in meeting of Members.

(e) At a meeting of the Board to confirm or revoke a resolution passed under Article 14(a), the Board must:

(i) give the Member, or their representative, an opportunity to be heard;

(ii) give due consideration to any written statement submitted by the Member; and

(iii) determine by resolution whether to confirm or to revoke the resolution.

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(f) If at the meeting of the Board, the Board confirms the resolution, the Member may, not later than forty eight (48) hours after that meeting, give the Secretary a notice to the effect that they wish to appeal the resolution in a meeting of Members.

(g) If the Secretary receives a notice under Article 14(f), they must notify the Board and the Board must convene a meeting of Members to be held within twenty one (21) Business Days after the date on which the Secretary received the notice.

(h) At a meeting of Members convened under Article 14(g):

(i) no business other than the question of the appeal may be conducted;

(ii) the Board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;

(iii) the Member, or their representative, must be given an opportunity to be heard; and

(iv) the Full Members present must vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

(i) A resolution is confirmed if, at the meeting of Members, not less than two-thirds of the Full Members present vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

15. Other cessation events

If a Member:

(a) being an individual, dies or becomes bankrupt, becomes of unsound mind or a person whose property is liable to be dealt with pursuant to a law about mental health;

(b) being a body corporate, is deregistered pursuant to the laws of the jurisdiction in which the Member is incorporated; or

(c) being an Associate Member - Corporate, ceases at any time to meet the criterion in Article 7(e)(i)A,

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

16. Effect of cessation

(a) A person who ceases to be a Member remains liable to pay, and must immediately pay, to the Company all amounts that at the date of cessation were payable by the person to the Company as a Member.

(b) The Company may by resolution of the Board waive any or all of its rights pursuant to this Article 16.

Fees and other payments

17. Setting of Fees

(a) Subject to the Corporations Act and the terms of membership of a class of Members, the Company may by special resolution of the Board require the payment

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of Fees by Members of any amount, on any terms and at any times as the Board resolves, including payment by instalments.

(b) The Company may when admitting Members make Fees payable for one (1) or more Members for different amounts and at different times as the Board resolves.

(c) The Company may by resolution of the Board revoke or postpone a Fee or extend the time for payment of a Fee, at any time prior to the date on which payment of that Fee is due.

18. Notice of Fees

(a) The Company must give notice of Fees to the Members who are required to pay the Fees at least ten (10) Business Days before the due date for payment. The notice must specify the amount of the Fee, the time or times and place of payment and any other information as the Board resolves.

(b) The non-receipt of a notice of a Fee by, or the accidental omission to give notice of a Fee to, any Member does not invalidate the Fee.

19. Payment of Fees

(a) Each Member must pay to the Company the amount of each Fee payable by the Member in the manner, at the time and at the place specified in the notice of the Fee.

(b) If the terms of membership of a class of Members require an amount to be paid as a Fee on a fixed date, each Member in that class of Members must pay that amount to the Company at that time and that amount is treated for the purposes of this Constitution as if a Fee for that amount had been properly determined by the Board of which appropriate notice has been given.

(c) In a proceeding to recover a Fee, or an amount payable due to the failure to pay or late payment of a Fee, proof that:

(i) the name of the person is entered in the Register as a Member;

(ii) the person is in the class of Members liable to pay the Fee;

(iii) there is a record in the minute books of the Company of the resolution determining the Fee or the terms of membership of a class of Members requiring the payment of the Fee; and

(iv) notice of the Fee was given or taken to be given to the person in accordance with this Constitution,

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

Proceedings of Members

20. Holding a meeting of Members

(a) The Company may hold a meeting of Members:

(i) at one or more physical venues (**Physical Meeting**);

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(ii) at one or more physical venues and using Virtual Meeting Technology (**Hybrid Meeting**); or

(iii) using Virtual Meeting Technology only (**Virtual Meeting**).

(b) Where the Company is holding a meeting of Members as a Hybrid Meeting or Virtual Meeting:

(i) the meeting will be held in a manner which gives Attending Members as a whole a reasonable opportunity to participate in accordance with the Corporations Act;

(ii) a Member will be taken for all purposes (including for a meeting quorum) to be present in person at the meeting while attending using Virtual Meeting Technology; and

(iii) despite any other Article in this Constitution, votes at a meeting using Virtual Meeting Technology must be decided on a poll (and not a show of hands) unless the chairperson of the meeting directs otherwise, and:

A. voting on a poll may be conducted using Virtual Meeting Technology and/or an online voting tool;

B. voting may open prior to commencement of the meeting; and

C. a Member who votes prior to commencement of the meeting is taken to have been present in person at the meeting for the purposes of a quorum and the relevant vote(s).

21. Calling meetings of Members

(a) The Company may call a meeting of Members to be held at the time and place and in the manner that the Board resolves:

(i) by resolution of the Board; or

(ii) on the written request of Members representing not less than 5% of the total number of Full Members entitled to vote at a meeting of Members.

(b) A written request of Members under Article 21(a)(ii) must:

(i) state the objects of the meeting;

(ii) be signed by the Members requesting the meeting; and

(iii) be addressed and delivered to the Secretary.

(c) If the Board does not call a meeting of Members to be held within one (1) month after the date on which the request is delivered to the Secretary, the Members making the request, or any of them, may convene a meeting of Members to be held not later than three (3) months after that date.

(d) If a meeting of Members is convened by Members in accordance with Article 21(c), it must be convened in the same manner so far as possible as a meeting convened by the Board. The Board will be responsible for arranging the venue, including the set up of technology, for a meeting of Members convened by Members in accordance with Article 21(c).

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(e) No Member may call or arrange to hold a meeting of Members except where permitted by the Corporations Act.

(f) The Company must hold an AGM at least once in each calendar year and within five (5) months after the end of its financial year. The AGM may be held in accordance with Article 20.

22. Notice of meetings of Members

(a) Where the Company has called a meeting of Members, notice of the meeting and any proxy form for the meeting must be given at least twenty one (21) Business Days prior to the meeting date in the form and in the manner in which the Board resolves, subject to any requirements of the Corporations Act.

(b) A person may waive notice of any meeting of Members by written notice to the Company.

(c) A person who has not duly received notice of a meeting of Members may, before or after the meeting, notify the Company of the person's agreement to anything done or resolution passed at the meeting.

(d) A person's attendance at a meeting of Members waives any objection which that person may have had to a failure to give notice, or the giving of a defective notice, of the meeting, unless the person at the beginning of the meeting objects to the holding of the meeting.

(e) Subject to the Corporations Act, anything done (including the passing of a resolution) at a meeting of Members is not invalid because either or both a person does not receive notice of the meeting or a proxy form, or the Company accidentally does not give notice of the meeting or a proxy form to a person.

(f) The Company must give its auditor:

(i) notice of meeting of Members in the same way that a Member is entitled to receive notice under Article 22(a); and

(ii) any other communication relating to the meeting of Members that a Member is entitled to receive.

23. Business of meetings

(a) The business that may be transacted at a meeting of Members is:

(i) the election of Directors; and

(ii) items of business submitted by the Board.

(b) The business that may be transacted at an AGM is:

(i) the consideration of the annual:

A. financial report;

B. Directors' reports; and

C. auditor's report;

(ii) the election of Directors;

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(iii) if required at that particular AGM by the Corporations Act, the appointment of auditors and the fixing of their remuneration; and

(iv) items of business submitted by the Board.

(c) A Member intending to bring any business before a meeting must notify in writing the Secretary of that business. The Secretary must include that business in the notice calling the next meeting of Members.

(d) Except with the approval of the Board, with the permission of the chairperson of the meeting or pursuant to the Corporations Act, no person may move at any meeting of Members:

(i) any resolution (except in the form set out in the notice of meeting given pursuant to Article 22(a)); or

(ii) any amendment of any resolution or a document which relates to any resolution and a copy of which has been made available to Members to inspect or obtain.

24. Quorum

(a) No business may be transacted at a meeting of Members except, subject to Article 25, the election of the chairperson of the meeting, unless a quorum for a meeting of Members is present at the time when the meeting commences.

(b) A quorum for a meeting of Members shall be constituted by not less than twenty-five (25) Full Members from a minimum of three Allied Health disciplines and from at least one-third of the Australian States and Territories personally present or by proxy. Each individual present may only be counted once towards a quorum. If a Member has appointed more than one (1) proxy or attorney or Corporate Representative, only one (1) of them may be counted towards a quorum.

(c) If, within thirty (30) minutes after the appointed time for the commencement of the meeting, a quorum is not present:

(i) in the case of a meeting convened upon the request of Members, the meeting must be dissolved; and

(ii) in any other case:

A. the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the chairperson at the time of the adjournment or by written notice to Members given before the day to which the meeting is adjourned) at the same place; and

B. if at the adjourned meeting the quorum is not present within thirty (30) minutes after the time appointed for the commencement of the adjourned meeting of Members, the Full Members personally present or by proxy (being not less than eight (8)) shall be a quorum.

25. Chairperson of meetings of Members

(a) Subject to Articles 25(b), 25(c) and 25(d), the chairperson of the Board must chair each meeting of Members.

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(b) The Chair, or in the Chair's absence, the Deputy Chair, shall preside as chairperson of each meeting of Members.

(c) If at a meeting of Members:

(i) the Chair or Deputy Chair are absent; or

(ii) the Chair or Deputy Chair are not present within fifteen (15) minutes after the time appointed for the commencement of a meeting of Members or are not willing to chair all or part of the meeting,

the Directors who are or will be present at the meeting may (by majority vote) elect one (1) of their number or, in the absence of all the Directors or if none of the Directors present is willing to act, the Attending Members may elect one (1) of their number, to chair that meeting.

(d) A chairperson of a meeting of Members may, for any item of business at that meeting or for any part of that meeting, vacate the chair in favour of another person nominated by them (**Acting Chair**). Where an instrument of proxy appoints the chairperson as proxy for part of proceedings for which an Acting Chair has been nominated, the instrument of proxy is taken to be in favour of the Acting Chair for the relevant part of the proceedings.

26. Conduct of meetings of Members

(a) Subject to the Corporations Act, the chairperson of a meeting of Members is responsible for the general conduct of that meeting and for the procedures to be adopted at that meeting.

(b) The chairperson of a meeting of Members may make rulings without putting the question (or any question) to the vote if that action is required to ensure the orderly conduct of the meeting.

(c) The chairperson of a meeting of Members may determine the procedures to be adopted for proper and orderly discussion or debate at the meeting, and the casting or recording of votes at the meeting.

(d) The chairperson of a meeting of Members may determine any dispute concerning the admission, validity or rejection of a vote at the meeting.

(e) The chairperson of a meeting of Members may, subject to the Corporations Act, at any time terminate discussion or debate on any matter being considered at the meeting and require that matter be put to a vote.

(f) The chairperson of a meeting of Members may refuse to allow debate or discussion on any matter which is not business referred to in the notice of that meeting or is not business of the meeting permitted pursuant to the Corporations Act without being referred to in the notice of meeting.

(g) The chairperson of a meeting of Members may refuse any person admission to, or require a person to leave and remain out of, the meeting if that person:

(i) in the opinion of the chairperson, is not complying with the reasonable directions of the chairperson;

(ii) has any audio or visual recording or broadcasting device;

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(iii) has a placard or banner;

(iv) has an article the chairperson considers to be dangerous, offensive or liable to cause disruption;

(v) behaves or threatens to behave in a dangerous, offensive or disruptive manner;

(vi) refuses to produce or to permit examination of any article, or the contents of any article, in the person's possession; or

(vii) is not entitled pursuant to the Corporations Act or this Constitution to attend the meeting.

(h) If the chairperson of a meeting of Members considers that there are too many persons present at the meeting to fit into the venue where the meeting is to be held, the chairperson may nominate a separate meeting place using any technology that gives Attending Members as a whole a reasonable opportunity to participate.

(i) The chairperson of a meeting of Members may delegate any power conferred by this Article 26 to any person.

(j) Nothing contained in this Article 26 limits the powers conferred by law on the chairperson of a meeting of Members.

27. Attendance at a meeting of Members

(a) Subject to this Constitution and any rights and restrictions of a class of Members, a Member who is entitled to attend and cast a vote at a meeting of Members, may attend and vote in person or by proxy, by attorney or, if the Member is a body corporate, by a Corporate Representative.

(b) The chairperson of a meeting of Members may require a person acting as a proxy, attorney or Corporate Representative at that meeting to establish to the chairperson's satisfaction that the person is the person who is duly appointed to act. If the person fails to satisfy this requirement, the chairperson may exclude the person from attending or voting at the meeting.

(c) A Director is entitled to receive notice of and to attend all meetings of Members and all meetings of a class of Members and is entitled to speak at those meetings.

(d) A person requested by the Board to attend a meeting of Members or a meeting of a class of Members is, regardless of whether that person is a Member or not, entitled to attend that meeting and, at the request of the chairperson of the meeting, is entitled to speak at that meeting.

28. Authority of Attending Members

(a) Unless otherwise provided in the document or resolution appointing a person as proxy, attorney or Corporate Representative of a Member, the person so appointed has the same rights to speak, demand a poll, join in demanding a poll or act generally at a meeting of Members to which the appointment relates, as the appointing Member would have had if that Member was present at the meeting.

(b) Unless otherwise provided in the document or resolution appointing a person as proxy, attorney or Corporate Representative of a Member, the appointment is taken to confer authority to:

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

(ii) vote on any procedural motion, including any motion to elect the chairperson of the meeting of Members to which the appointment relates, to vacate the chair or to adjourn the meeting,

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

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

29. Multiple appointments

(a) If more than one (1) attorney or Corporate Representative appointed by a Member is present at a meeting of Members and the Company has not received notice of any revocation of any of the appointments:

(i) an attorney or Corporate Representative appointed to act at that particular meeting may act to the exclusion of an attorney or Corporate Representative appointed pursuant to a standing appointment; and

(ii) subject to Article 29(a)(i), an attorney or Corporate Representative appointed pursuant to the most recent appointment may act to the exclusion of an attorney or Corporate Representative appointed earlier in time.

(b) An appointment of a proxy of a Member is revoked (or, in the case of a standing appointment, suspended for that particular meeting of Members) if the Company receives a further appointment of a proxy from that Member which would result in there being more than one (1) proxy of that Member entitled to act at the meeting. The appointment of proxy made first in time is the first to be treated as revoked or suspended by this Article 29(b).

(c) The appointment of a proxy for a Member is not revoked by an attorney or Corporate Representative for that Member attending and taking part in a meeting of Members to which the appointment relates, but if that attorney or Corporate Representative votes on a resolution at that meeting, the proxy is not entitled to vote, and must not vote, as the Member's proxy on that resolution.

30. Voting at a meeting of Members

(a) Subject to Article 20(b)(iii), a resolution put to the vote at a meeting of Members must be decided on a show of hands, unless a poll is demanded in accordance with Article 33 and that demand is not withdrawn.

(b) Subject to Article 9, the Board may determine that Members entitled to attend and vote at a meeting of Members or at a meeting of a class of Members may vote at that meeting without an Attending Member in respect of that person being present at that meeting (and voting in this manner is referred to in this Article 30(b) as direct voting). The Board may determine rules and procedures in relation to direct voting, including the class of Members entitled to cast a direct vote, the manner in

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

(c) Subject to this Constitution and any rights or restrictions of a class of Members, on a show of hands at a meeting of Members, each Attending Member having the right to vote on the resolution has one (1) vote, provided that where a person is entitled to vote in more than one (1) capacity, that person is entitled only to one (1) vote.

(d) Subject to this Constitution and any rights or restrictions of a class of Members, on a poll at a meeting of Members, each Attending Member having the right to vote on the resolution has one (1) vote for each Member that the Attending Member represents.

(e) Subject to this Constitution and any rights or restrictions of a class of Members, where the Board has determined other means (including electronic) permitted by law for the casting and recording of votes by Members on any resolution to be put at a meeting of Members, each Member having a right to vote on the resolution has one (1) vote.

(f) An objection to a right to vote at a meeting of Members or to a determination to allow or disregard a vote at the meeting may only be made at that meeting (or any resumed meeting if that meeting is adjourned). Any objection pursuant to this Article 30(f) must be decided by the chairperson of the meeting of Members, whose decision, made in Good Faith, is final and conclusive.

(g) Except where a resolution at a meeting of Members requires a special majority pursuant to the law, the resolution is passed if more votes are cast by Members entitled to vote in favour on the resolution than against it.

(h) In the case of an equality of votes on a resolution at a meeting of Members, the chairperson of that meeting has a casting vote on that resolution.

(i) Unless a poll is demanded and the demand is not withdrawn, a determination by the chairperson of a meeting of Members following a vote on a show of hands that a resolution has been passed or not passed is conclusive, without proof of the number or proportion of the votes recorded in favour or against the resolution.

31. Voting by representatives

(a) The validity of any resolution passed at a meeting of Members is not affected by the failure of any proxy or attorney to vote in accordance with directions (if any) of the appointing Member.

(b) If a proxy of a Member purports to vote in a way or circumstances that contravene the Corporations Act, on a show of hands the vote of that proxy is invalid and the Company must not count it. If a poll is demanded, votes which the Corporations Act require a proxy of a Member to cast in a given way must be treated as cast in that way.

(c) Subject to this Constitution and the Corporations Act, a vote cast at a meeting of Members by a person appointed by a Member as a proxy, attorney or Corporate Representative is valid despite the revocation of the appointment (or the authority

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pursuant to which the appointment was executed), if no notice in writing of that matter has been received by the Company at least forty eight (48) hours before the time appointed for the commencement of that meeting.

32. Restrictions on voting rights

(a) The authority of a proxy or attorney for a Member to speak or vote at a meeting of Members to which the authority relates is suspended while the Member is present in person at that meeting.

(b) An Attending Member is not entitled to vote on any resolution on which any Fee or other amount due and payable to the Company in respect of that Member's membership of the Company has not been paid.

(c) An Attending Member is not entitled to vote on a resolution at a meeting of Members where that vote is prohibited by the Corporations Act or an order of a court of competent jurisdiction.

(d) The Company must disregard any vote on a resolution at a meeting of Members purported to be cast by an Attending Member where that person is not entitled to vote on that resolution. A failure by the Company to disregard a vote on a resolution as required by this Article 32(d) does not invalidate that resolution or any act, matter or thing done at the meeting, unless that failure occurred by wilful default of the Company or of the chairperson of that meeting.

33. Polls

(a) A poll on a resolution at a meeting of Members may be demanded by:

(i) at least five (5) Full Members;

(ii) by Full Members with at least 5% of the votes that may be cast on the resolution; or

(iii) the chairperson of the meeting.

(b) No poll may be demanded at a meeting of Members:

(i) on the election of a chairperson of that meeting; or

(ii) unless the chairperson of the meeting otherwise determines, the adjournment of that meeting.

(c) A demand for a poll may be withdrawn.

(d) Where a poll is demanded at a general meeting, the poll shall be taken:

(i) immediately in the case of a poll which relates to the question of an adjournment; or

(ii) in any other case, in such manner and at any such time before the close of the meeting as the person presiding directs, and the resolution of the poll on the matter is deemed to be the resolution of the meeting on that matter.

(e) The result of a poll demanded on a resolution of a meeting of Members is a resolution of that meeting.

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(f) A demand for a poll on a resolution of a meeting of Members does not prevent the continuance of that meeting or that meeting dealing with any other business.

34. Proxies

(a) A Member who is entitled to attend and vote at a meeting of Members may appoint a person as proxy to attend and vote for the Member in accordance with the Corporations Act but not otherwise.

(b) A notice of appointment of a proxy must be given to the Secretary no later than forty eight (48) hours before the time of the meeting in respect of which the proxy is appointed.

(c) A proxy appointed in accordance with the Corporations Act to attend and vote may only exercise the rights of the Member on the basis and subject to the restrictions provided in the Corporations Act.

(d) A form of appointment of proxy is valid if it is in accordance with the Corporations Act or in any other form (including electronic) which the Board may determine or accept.

(e) If the name of the proxy or the name of the office of the proxy in a proxy appointment of a Member is not filled in, the proxy of that Member is:

(i) the person specified by the Company in the form of proxy in the case that Member does not choose; or

(ii) if no person is so specified, the chairperson of that meeting.

35. Not Used

36. Adjournments

(a) The chairperson of a meeting of Members may at any time during the meeting adjourn the meeting or any business, motion, question or resolution being considered or remaining to be considered at the meeting or any discussion or debate, either to a later time at the same meeting or to an adjourned meeting to be held at the time and place determined by the chairperson.

(b) If the chairperson of a meeting of Members exercises the right to adjourn that meeting pursuant to Article 36(a), the chairperson may (but is not obliged to) obtain the approval of Attending Members to the adjournment.

(c) No person other than the chairperson of a meeting of Members may adjourn that meeting.

(d) The Company may give such notice of a meeting of Members resumed from an adjourned meeting as the Board resolves. Failure to give notice of an adjournment of a meeting of Members or the failure to receive any notice of the meeting does not invalidate the adjournment or anything done (including the passing of a resolution) at a resumed meeting.

(e) Only business left unfinished is to be transacted at a meeting of Members which is resumed after an adjournment.

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37. Cancellations and postponements

(a) Subject to the Corporations Act, the Company may by resolution of the Board cancel or postpone a meeting of Members or change the place for the meeting, prior to the date on which the meeting is to be held.

(b) Article 37(a) does not apply to a meeting called in accordance with the Corporations Act by Members or by the Board on the request of Members, unless those Members consent to the cancellation or postponement of the meeting.

(c) The Company may give notice of a cancellation or postponement or change of place of a meeting of Members as the Board resolves. Failure to give notice of a cancellation or postponement or change of place of a meeting of Members or the failure to receive any notice of the meeting does not invalidate the cancellation, postponement or change of place of a meeting or anything done (including the passing of a resolution) at a postponed meeting or the meeting at the new place.

(d) The only business that may be transacted at a meeting of Members the holding of which is postponed is the business specified in the original notice calling the meeting.

38. Meetings of a class of Members

All the Articles of this Constitution relating to a meeting of Members apply so far as they are capable of application and with any necessary changes to a meeting of a class of Members required to be held pursuant to this Constitution or the Corporations Act except that:

(a) a quorum is twenty percent (20%) of Attending Members who are (or whose Member that they represent are) members of that class of Members, or if only one (1) person is a member of that class of Members, that person (or an Attending Member representing that person); and

(b) any Attending Member who is (or whose Member that they represent is) a member of that class of Members may demand a poll.

Directors

39. General

(a) The number of Directors will not be less than 3 and not more than 9.

(b) Allied Health Graduate Full Members may be appointed as a Director (Graduate), provided always that the appointment is in accordance with Articles 40 or 41.

(c) The Company intends that the Board, to the extent possible, includes Directors from across Australia and that the Board specifically includes:

(i) up to eight (8) Directors (Graduate) residing in Australia; and

(ii) up to two (2) Directors (Independent), provided that the total number of Directors does not exceed 9.

(d) The Board may appoint a person as a Director (Independent) at any time where the Board considers it necessary or desirable to provide additional specific skills and experience to the Board. To be eligible for appointment as a Director

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(Independent), the person need not be a Member nor be from an Allied Health discipline.

(e) The Directors of the Company are those persons appointed as Directors in accordance with Articles 39, 40 and 41.

(f) Notwithstanding any other provisions of these Articles, there will be no more than two (2) Directors (Graduate) on the Board from any one (1) Allied Health discipline.

40. Appointment of Directors

(a) A person becomes a Director:

(i) where a Director retires or otherwise ceases to be a Director, when the Company, by resolution at a meeting of Members, fills the vacancy;

(ii) where the Company, by resolution at a meeting of Members, otherwise appoints a person as a Director; or

(iii) where the Board appoints a Director (Independent) under Article 39(d) or appoints a Director to fill a vacancy under Article 41.

(b) In respect to Article 40(a)(i) and (ii), Allied Health Graduate Full Members may nominate to stand for election as a Director of the Company at an AGM or General Meeting where the business of the meeting includes the election of Directors. However, that Member is not eligible to be appointed as a Director at any meeting of Members unless a nomination signed by the Member accompanied by their consent to act as a Director is given to the Secretary at least 10 Business Days (or any shorter period accepted by the Secretary) before the meeting.

(c) Despite any other Article in this Constitution, if the number of nominations received by the Secretary under Article 40(b), from persons eligible to be appointed as Directors under this Constitution, exceeds the number of vacancies to be filled, a ballot must be held for the election of one or more Directors to fill the vacancy(ies). The Director nomination and ballot process must be conducted in such manner as the Board may direct from time to time. The outcome of the ballot process will be announced by the chairperson of the meeting and confirmed by resolution of the Members.

(d) Despite any other Article in this Constitution, in order to promote the independence of the Board, a person is ineligible to:

(i) nominate to stand for election as a Director of the Company; or

(ii) be elected or appointed as a Director of the Company,

if they are employed by the Company or IAHA NT WD, or have been employed by either company and there has not been a period of at least 2 years after ceasing that employment. For the purposes of this subparagraph (d), employment includes engagement as a contractor within the Company's, or IAHA NT WD's, organisation structure.

41. Board may appoint a Director to fill a vacancy

(a) Other than for a Director (Independent) appointed under Article 39(d), where:

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(i) a Director retires or otherwise ceases to be a Director prior to the time at which that person would have been required to retire under Article 42; or

(ii) a Director (Graduate) vacancy under Article 39(c) otherwise exists,

the Board may appoint a person to fill the vacancy, provided that the person appointed to fill the vacancy meets the eligibility requirements that apply under this Constitution in relation to the Company's appointment of a person to that position (but not including the requirement to nominate under Article 40(b)).

(b) A person appointed by the Board to fill a vacancy under Article 41 holds office until the end of the AGM next following their appointment, and is eligible for reappointment at that AGM.

42. Tenure of Directors

(a) Directors (Graduate) will be elected on rotation for a two (2) year term so that, to the extent practicable, the appointment of half of the Directors (Graduate) expire each year.

(b) A Director (Graduate) must retire from office at the end of the second AGM following that Director's last appointment and is eligible for reappointment.

(c) A Director (Independent) will be appointed for a term of two (2) years and will be eligible for reappointment at the end of that term.

(d) Subject to the requirements of the Corporations Act, the Board may, on application of a Director, grant that Director leave of absence from the Board, for a period determined by the Board.

43. Termination of office

A person ceases to be a Director if the person:

(a) fails to attend three (3) consecutive Board meetings without the consent of the Board;

(b) resigns by notice in writing to the Company;

(c) ceases to be a Full Member of the Company (other than for Directors (Independent));

(d) retires pursuant to Article 42 and is not re-elected;

(e) is removed from office pursuant to the Corporations Act;

(f) becomes an employee (whether full-time or part-time) of the Company or IAHA NT WD (or becomes a contractor within the organisation structure of either company);

(g) becomes an insolvent under administration;

(h) becomes of unsound mind or a person whose property is liable to be dealt with pursuant to a law about mental health; or

(i) is not permitted to be a director, or to manage a corporation, pursuant to the Corporations Act.

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44. Removal of Director

(a) The Company may, by resolution in a meeting of Members, remove any Director before the expiration of that Director's term of office.

(b) A Director who is the subject of a proposed resolution referred to in Article 44(a) may make representations in writing to the Chair or Secretary (not exceeding a reasonable length) and may request that the representations be provided to the Members of the Company.

(c) The Chair or Secretary may give a copy of the representations to each Member or, if they are not so given, a Member may require that they be read out at the meeting of Members.

45. Interests of Directors

(a) A Director is not disqualified by reason only of being a Director (or the fiduciary obligations arising from that office) from:

(i) holding an office (except auditor) or place of profit in the Company or IAHA NT WD (except as disqualified under Article 43(f));

(ii) holding an office or place of profit or employment in any other company, body corporate, trust or entity promoted by the Company or in which it has an interest (except as disqualified under Article 43(f));

(iii) being a member, creditor or otherwise be interested in any body corporate (including the Company), partnership or entity, except auditor of the Company;

(iv) entering into any agreement or arrangement with the Company; or

(v) acting in a professional capacity (or being a member of a firm which acts in a professional capacity) for the Company, except as auditor of the Company.

(b) Each Director must comply with Corporations Act in relation to the disclosure of the Director's interests.

(c) A Director who has a material personal interest in a matter that is being considered at a Board meeting must not be present while the matter is being considered at the meeting nor vote on the matter, except where permitted by the Corporations Act.

(d) If a Director has an interest in a matter, then subject to Article 45(c), Article 45(e) and this Constitution:

(i) that Director may be counted in a quorum at the Board meeting that considers matters that relate to the interest provided that Director is entitled to vote on at least one (1) of the resolutions to be proposed at that Board meeting;

(ii) that Director may participate in and vote on matters that relate to the interest;

(iii) the Company may proceed with any transaction that relates to the interest and the Director may participate in the execution of any relevant document by or on behalf of the Company;

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(iv) the Director may retain the benefits pursuant to any transaction that relates to the interest even though the Director has the interest; and

(v) the Company cannot avoid any transaction that relates to the interest merely because of the existence of the interest.

(e) If an interest of a Director is required to be disclosed pursuant to Article 45(b), Article 45(d)(iv) applies only if the interest is disclosed before the transaction is entered into.

Board

46. Composition of Board

The Board will comprise of the Directors of the Company appointed under Articles 39, 40 and 41.

Powers of the Board

47. General powers

(a) The Board has the power to manage the business of the Company and may exercise to the exclusion of the Company in general meeting all powers of the Company which are not, by the law or this Constitution, required to be exercised by the Company in general meeting.

(b) A power of the Board can only be exercised by a resolution passed at a meeting of the Board in accordance with Article 54, a resolution passed by signing a document in accordance with Article 51, or in accordance with a delegation of the power under Articles 49 or 50. A reference in this Constitution to the Company exercising a power by a resolution of the Board includes an exercise of that power in accordance with a delegation of the power under Articles 49 or 50.

48. Execution of documents

(a) If the Company has a common seal, the Company may execute a document if that seal is fixed to the document and the fixing of that seal is witnessed by one Director and either another Director, a Secretary, or another person appointed by the Board for that purpose.

(b) The Company may execute a document without a common seal if the document is signed by one Director and either another Director, a Secretary, or another person appointed by the Board for that purpose.

(c) The Board may determine the manner in which and the persons by whom cheques, promissory notes, bankers' drafts, bills of exchange and other negotiable or transferable instruments in the name of or on behalf of the Company, and receipts for money paid to the Company, must be signed, drawn, accepted, endorsed or otherwise executed.

49. Committees and delegates

(a) The Board may delegate any of its powers to a committee of the Board, a Director, an employee of the Company or any other person. A delegation of those powers may be made for any period and on any terms (including the power to further

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delegate) as the Board resolves. The Board may revoke or vary any power so delegated.

(b) A committee or delegate must exercise the powers delegated in accordance with any directions of the Board.

(c) Subject to the terms of appointment or reference of a committee, Article 52 applies with the necessary changes to meetings and resolutions of a committee of the Board.

50. Attorney or agent

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

(b) The Board may delegate any of their powers (including the power to delegate) to an attorney or agent. The Board may revoke or vary any power delegated to an attorney or agent.

Proceedings of Directors

51. Written resolutions of Directors

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

(b) A resolution pursuant to Article 51(a) may consist of several documents in the same form each signed by one (1) or more Directors and is effective when signed by the last of the Directors constituting the majority of the Directors. A facsimile transmission or other document produced by electronic means under the name of a Director with the Director's authority is taken to be a document signed by the Director for the purposes of Article 51(a) and is taken to be signed when received by the Company in legible form.

52. Board meetings

(a) The Board must meet at least three (3) times in each calendar year at such place and such times as the Board may determine.

(b) Subject to this Constitution, the Board may meet, adjourn and otherwise regulate its meetings as it thinks fit.

(c) A Board meeting may be called by the Chair or any four (4) Directors on the Board.

(d) Notice of a Board meeting must:

(i) be given at least five (5) Business Days before the date of the meeting to each Director (except a Director on leave of absence approved by the Board);

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(ii) be given in writing; and

(iii) must specify the nature of the business to be conducted at the Board meeting.

(e) A Director may waive notice of a Board meeting by giving notice to that effect to the Company in person or by post or by telephone, fax or other electronic means.

(f) A person who attends a Board meeting waives any objection that person may have to a failure to give notice of the meeting.

(g) Anything done (including the passing of a resolution) at a Board meeting is not invalid because either or both a person does not receive notice of the meeting or the Company accidentally does not give notice of the meeting to a person.

(h) For the purposes of the Corporations Act, each Director, by consenting to be a Director or by reason of the adoption of this Constitution, consents to the use of each of the following technologies for the holding of a Board meeting:

(i) telephone;

(ii) video;

(iii) any other technology which permits each Director to communicate with every other participating Director; or

(iv) any combination of these technologies.

A Director may withdraw the consent given pursuant to this Article 52(h) in accordance with the Corporations Act.

(i) If a Board meeting is held in two (2) or more places linked together by any technology:

(i) a Director present at one (1) of the places is taken to be present at the meeting unless and until the Director states to the chairperson of the meeting that the Director is discontinuing their participation in the meeting; and

(ii) the chairperson of that meeting may determine at which of those places the meeting will be taken to have been held.

(j) Until otherwise determined by the Board, a quorum for a Board meeting is half the number of the Directors currently on the Board that are entitled to vote on a resolution that may be proposed at that meeting plus one Director. A quorum for a Board meeting must be present at all times during the meeting. Each individual present may only be counted once towards a quorum.

(k) If within thirty (30) minutes of the time appointed for the meeting a quorum is not present, the meeting is dissolved unless the chairperson of the Board adjourns the meeting to a date, time and place determined by the chairperson of the Board.

(l) If at the adjourned meeting the quorum is not present within thirty (30) minutes after the time appointed for the commencement of the adjourned meeting of the Board, the Directors present shall be a quorum provided that the number of Directors present is not less than three (3). Article 55(b) applies if the number of Directors is less than three (3).

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(m) The chairperson of a Board may refuse to allow debate or discussion on any matter which is not business referred to in the notice of the Board meeting.

53. Chairperson of the Board

(a) The chairperson of the Board shall be:

(i) the Chair; or

(ii) in the Chair's absence, the Deputy Chair; or

(iii) if the Chair and the Deputy Chair are absent, or are unable to preside, the Directors present must choose one (1) of their number to preside.

(b) Subject to Article 53(c), the chairperson of the Board must chair each Board meeting.

(c) If at a Board meeting the chairperson of the Board is not present within fifteen (15) minutes after the time appointed for the holding of a Board meeting or is not willing to chair all or part of that meeting, the Directors present must elect one (1) of their number to chair that meeting or part of the meeting.

54. Board resolutions

(a) A resolution put to the vote at a Board meeting must be decided on a show of hands, unless a poll is demanded and that demand is not withdrawn. The chairperson of the Board must decide the manner the poll is to be taken.

(b) A resolution of the Board is passed if more votes are cast by Directors entitled to vote in favour of the resolution than against it.

(c) Subject to Article 45 and this Article 54, each Director present in person has one (1) vote on a matter arising at a Board meeting.

(d) Subject to the Corporations Act, in case of an equality of votes on a resolution at a Board meeting, the chairperson of that meeting has a casting vote on that resolution in addition to any vote the chairperson has in their capacity as a Director in respect of that resolution, provided that the chairperson is entitled to vote on the resolution and more than two (2) Directors are present and entitled to vote on the resolution.

55. Valid proceedings

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

(i) a defect in the appointment or continuance in office of a person as a Director, a member of the committee or of the person so acting; or

(ii) a person so appointed being disqualified or not being entitled to vote,

if that circumstance was not known by the Board, committee or person (as the case may be) when the act was done.

(b) If the number of Directors is below the minimum required by this Constitution, the Board must not act except in emergencies, to appoint Directors up to that minimum number or to call and arrange to hold a meeting of Members.

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Chief Executive Officer

56. Appointment and functions

(a) The CEO is appointed by the Board on terms and conditions (including as to remuneration) as determined by the Board, and may be removed by the Board (subject to any contract of employment between the Company and the CEO).

(b) The CEO's functions are, subject to directions by the Board, to:

(i) advise the Board in relation to the affairs and operations of the Company;

(ii) ensure that advice and information is available to the Board to enable informed decisions to be made;

(iii) cause decisions of the Board to be implemented;

(iv) manage the day to day operations of the Company;

(v) be responsible for the employment, management, supervision, direction and dismissal of other employees of the Company;

(vi) speak on behalf of the Company if the Chairperson or the Board agrees;

(vii) ensure that records and documents of the Company are properly prepared and kept for the purposes of the Corporations Act, the Constitution and any other written law; and

(viii) perform any other function or exercise any other power specified or delegated by the Board.

(c) The CEO may (subject to any other direction of the Board) delegate to an employee of the Company a function or power delegated to the CEO under Article 56(b)(viii), but that power or function may not be further delegated.

Officers

57. Appointment of officers

(a) The Board must elect the following officers where a vacancy in that office arises:

(i) Chair;

(ii) Deputy Chair; and

(iii) Secretary.

(b) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.

(c) The ballot for the appointment of officers must be conducted in such manner as the Board may decide.

(d) All nominees for the Chair or Deputy Chair positions must be a Director (Graduate).

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58. Chair

(a) The Board may, subject to this Constitution, determine, or vary any determination of, the powers, functions, responsibilities, and subject to Article 61, the remuneration, of the Chair.

(b) The Board may delegate any of its powers to the Chair for any period and on any terms (including the power to further delegate) as the Board resolves. The Board may revoke or vary any power delegated to the Chair.

(c) The Chair must exercise the powers delegated to them in accordance with any directions of the Board.

(d) The Board may vary or terminate the appointment of the Chair at any time.

59. Deputy Chair

(a) The Board may, subject to this Constitution, determine, or vary any determination of, the powers, functions, responsibilities, and subject to Article 61, the remuneration, of the Deputy Chair.

(b) The Board may delegate any of its powers to the Deputy Chair for any period and on any terms (including the power to further delegate) as the Board resolves. The Board may revoke or vary any power delegated to the Deputy Chair.

(c) The Deputy Chair must exercise the powers delegated to them in accordance with any directions of the Board.

(d) The Board may vary or terminate the appointment of the Deputy Chair at any time.

60. Secretary

(a) The Board must appoint one (1) or more Secretaries, for any period and on any terms (including, subject to Article 61, as to remuneration) as the Board resolves.

(b) Subject to any agreement between the Company and the Secretary, the Board may vary or terminate the appointment of a Secretary at any time, with or without cause.

Income and property

61. Application of income and property

(a) Subject to Articles 61(b) and 61(c), the Company must apply the profits (if any) or other income and property of the Company solely towards the promotion of the charitable objects of the Company set out in Article 5 and no portion of it may be paid or transferred, directly or indirectly, to any Member whether by way of dividend, bonus or otherwise.

(b) Nothing in Article 61 prevents the Company making any payment in Good Faith of:

(i) reasonable and proper remuneration to any Member for any services actually rendered or goods supplied to the Company in the ordinary and usual course of business of the Company;

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(ii) the payment or reimbursement of out-of-pocket expenses incurred by a Member on behalf of the Company where the amount payable does not exceed an amount previously approved by the Board;

(iii) reasonable and proper rent or fees to a Member for premises leased or licensed by any Member to the Company;

(iv) money to any Member, being a solicitor, accountant or other person engaged in any profession, for all usual professional or other charges for work done by that person or that person's firm or employer, where the provision of the service has the prior approval of the Board and the amount payable is approved by the Board and is not more than an amount which commercially would be reasonable payment for the service;

(v) interest to a Member at a rate not exceeding a rate approved by the Board on money borrowed by the Company from the Member; or

(vi) an amount pursuant to Article 77.

(c) As remuneration for their services as Directors, the Director may be paid a sum per annum (accruing from day to day and payable quarterly or monthly as determined by the Company) determined by the Members in a general meeting (**Remuneration Pool**). The Remuneration Pool is to be divided among the Directors in the proportions determined by resolution of the Board.

(d) In addition to Article 61 above, the Company may make payments to a Director or Secretary in Good Faith for:

(i) the payment or reimbursement of out-of-pocket expenses reasonably incurred by a Director or Secretary in the performance of any duty as a director or secretary of the Company (including in their capacity as a member of any Board committee) where that payment or reimbursement has been approved by the Board;

(ii) money to any Director or Secretary, being a solicitor, accountant or other person engaged in any profession, for all usual professional or other charges for work done by that person or that person's firm or employer, where the provision of the service has the prior approval of the Board and the amount payable is approved by the Board and is not more than an amount which commercially would be reasonable payment for the service;

(iii) any salary or wage due to the Secretary as an employee of the Company where the terms of employment have been approved by the Board;

(iv) an insurance premium in respect of a contract insuring a Director or Secretary for a liability incurred as an officer of the Company where the Board has approved the payment of the premium; or

(v) any payment pursuant to Article 71(a), 71(c) or 71(d) or a payment pursuant to any agreement or deed referred to in Article 71(e).

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Funds and accounts

62. General

(a) The funds of the Company shall be derived from grants, entrance fees, annual subscriptions, donations, services fees and such other sources as the Board determines.

(b) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two (2) Board members or by one (1) Director and one (1) Secretary.

63. Gift Fund

(a) Subject to Article 64, the Company shall maintain the Gift Fund:

(i) to which gifts of money or property for the fulfilment of the objects of the Company are to be made; and

(ii) to which any money received by the Company because of such gifts is to be credited (including, but not limited to, money from interest on gifts, income derived from gifts and money from the realisation of gifts).

(b) The name of the Gift Fund is the "Indigenous Allied Health Australia Gift Fund".

(c) For the purpose of establishing the Gift Fund, the Company must establish a separate bank account in the name of the Gift Fund.

(d) The Gift Fund will be managed by the Board.

(e) The release of monies and sale of assets from the Gift Fund must be authorised by the Board.

(f) The Company may invite members of the public to make gifts of money or property to the Gift Fund provided that it is in accordance with the law.

64. Sponsorships, membership fees etc

(a) For the avoidance of doubt, money or property received by the Company in respect of:

(i) sponsorships, charity auctions, dinners and commercial activities; or

(ii) membership fees and levies,

must not be made or credited to the Gift Fund.

(b) If money or property is incorrectly made or credited to the Gift Fund, the money or property must be removed from the Gift Fund as soon as practicable.

65. Use and records

(a) The Company must use the following only in the furtherance of the Company's objects:

(i) gifts made to the Gift Fund; and

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(ii) any money received because of such gifts. This includes the proceeds of sale of gifted property and investment returns (including interest and rents) from gifted money and property.

(b) No part of the Gift Fund's income or property may be paid or otherwise distributed, directly or indirectly, to any member or the Board, except in Good Faith in the promotion of the objects of the Company.

(c) Details of the Gift fund (including all uses referred to in Article 65(a)) must be properly recorded in records maintained by the Company.

(d) Gifts of property to the Gift Fund must be specifically identified as gifts to the Gift Fund.

(e) The Company may use the Gift Fund to pay for reasonable costs and expenses expressly relating to the administration of the Gift Fund.

(f) The Company must issue a receipt to the donor of gifts to the Gift Fund. A receipt must state:

(i) the name of the Gift Fund;

(ii) the ABN of the Company; and

(iii) the fact that the receipt is for a gift.

66. Winding up of the Gift Fund

(a) At the earlier of either:

(i) the winding up of the Gift Fund; or

(ii) the revocation of the Company's endorsement as a Deductible Gift Recipient;

any surplus assets of the Gift Fund remaining after payment of liabilities attributable to it shall be transferred to a fund, authority or institution whose objects are similar to those in Article 5 and to which income tax deductible gifts can be made.

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

67. Public Fund

(a) The Company will maintain a separate fund (**Public Fund**) for any money or other property of the Company which is not eligible for inclusion in the Gift Fund.

(b) The Company shall apply the whole of the income of the Public Fund in accordance with Articles 5 and 61.

Records

68. Minutes of meetings

The Secretary must keep minutes of resolutions, proceedings and attendees of all AGMs, meeting of Members and Board meetings.

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69. Custody and inspection of books and records

(a) Except as otherwise provided in this Constitution, the Secretary must keep in their custody or under their control all books, documents and securities of the Company.

(b) All accounts, books, securities and any other relevant documents of the Company including minutes of meetings of Members and minutes of meetings of the Board must be available for inspection free of charge by any Member upon request, subject to the Board approving that request. In approving or rejecting the request, the Board must consider:

(i) whether the request was made in good faith and for a proper purpose;

(ii) whether approving the request is in the best interests of the company as a whole; and

(iii) the extent to which the requested documents or information are subject to legal professional privilege or are confidential in nature.

An approval may be granted subject to any conditions the Board may impose, including the time, date and place at which the inspection is to take place.

(c) To protect the confidentiality of the Company's information, Members are not permitted to make copies of any books, documents and securities of the Company unless expressly approved by the Board.

Disputes and mediation

70. Disputes and mediation

(a) The grievance procedure set out in this Article applies to disputes under these between:

(i) a Member and another Member; or

(ii) a Member and the Company.

(b) The parties to the dispute must meet in person or using telephonic communication and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) Business Days after the dispute comes to the attention of all of the parties.

(c) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within ten (10) Business Days, hold a meeting in the presence of a mediator.

(d) The mediator must be:

(i) a person chosen by agreement between the parties; or

(ii) in the absence of agreement, a person appointed by the Board.

(e) A Member can be a mediator.

(f) The mediator cannot be a Member who is a party to the dispute.

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(g) The parties to the dispute must, in Good Faith, attempt to settle the dispute by mediation.

(h) The mediator, in conducting the mediation, must:

(i) give the parties to the mediation process every opportunity to be heard;

(ii) allow due consideration by all parties of any written statement submitted by any party; and

(iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

(i) The mediator must not determine the dispute.

(j) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the law.

Indemnity and insurance

71. Indemnity and insurance

(a) To the extent permitted by law, the Company may indemnify each Relevant Officer against a Liability of that person and the Legal Costs of that person.

(b) The indemnity pursuant to Article 71(a):

(i) is enforceable without the Relevant Officer having first to incur any expense or make any payment;

(ii) is a continuing obligation and is enforceable by the Relevant Officer even though the Relevant Officer may have ceased to be an officer of the Company; and

(iii) applies to Liabilities and Legal Costs incurred both before and after this Article became effective.

(c) To the extent permitted by law, the Company may make a payment (whether by way of advance, loan or otherwise) to a Relevant Officer in respect of Legal Costs of that person.

(d) To the extent permitted by law, the Company may:

(i) enter into, or agree to enter into; or

(ii) pay, or agree to pay, a premium for,

a contract insuring a Relevant Officer against a Liability of that person and the Legal Costs of that person.

(e) To the extent permitted by law, the Company may enter into an agreement or deed with a Relevant Officer or a person who is, or has been, an officer of the Company or a subsidiary of the Company, pursuant to which the Company must do all or any of the following:

(i) keep books of the Company and allow either or both that person and that person's advisers access to those books on the terms agreed;

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(ii) indemnify that person against any Liability and Legal Costs of that person;

(iii) make a payment (whether by way of advance, loan or otherwise) to that person in respect of Legal Costs of that person; and

(iv) keep that person insured in respect of any act or omission by that person while a Relevant Officer or an officer of the Company or a subsidiary of the Company, on the terms agreed (including as to payment of all or part of the premium for the contract of insurance).

Notices

72. Notices to Members

(a) The Company may give notice to a Member by any of the following means in the Board's discretion:

(i) delivering it to that Member or person;

(ii) delivering it or sending it by post to the address of the Member in the Register or the alternative address (if any) nominated by that Member for that purpose;

(iii) sending it to the fax number or electronic address (if any) nominated by that Member or person for that purpose;

(iv) if permitted by the Corporations Act, notifying that Member of the notice's availability by an electronic means nominated by the Member for that purpose; or

(v) any other means permitted by the Corporations Act.

(b) The Company must send all documents to a Member whose address for Notices is not within Australia by air-mail, air courier, fax or electronic transmission.

(c) Any Notice required or allowed to be given by the Company to one (1) or more Members by advertisement is, unless otherwise stipulated, sufficiently advertised if advertised once in a daily newspaper circulating in the states and territories of Australia.

73. Notice to Directors

The Company may give Notice to a Director by:

(a) delivering it to that person;

(b) sending it by post to the usual residential address of that person or the alternative address (if any) nominated by that person for that purpose;

(c) sending it to the fax number or electronic address (if any) nominated by that person for that purpose; or

(d) any other means agreed between the Company and that person.

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74. Notice to the Company

A person may give Notice to the Company by:

(a) delivering it or sending it by post to the registered office of the Company;

(b) delivering it or sending it by post to a place nominated by the Company for that purpose;

(c) sending it to the fax number at the registered office of the Company nominated by the Company for that purpose;

(d) sending it to the electronic address (if any) nominated by the Company for that purpose; or

(e) any other means permitted by the Corporations Act.

75. Time of service

(a) A Notice sent by post or air-mail is taken to be given on the day after the date it is posted.

(b) A Notice sent by fax or other electronic transmission is taken to be given when the transmission is sent provided that in the case of notice to the Company or a Director, the sender meets any action required by the recipient to verify the receipt of the document by the recipient.

(c) A Notice given in accordance with Article 72(a)(iv) is taken to be given on the day after the date on which the Member is notified that the Notice is available.

(d) A certificate by a Director or Secretary to the effect that a Notice by the Company has been given in accordance with this Constitution is conclusive evidence of that fact.

76. Notice requirements

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

(a) the classes of, and circumstances in which, Notices may be sent;

(b) verification (whether by encryption code or otherwise); and

(c) the circumstances in which, and the time when, the Notice is taken to be given.

Winding up

77. Winding up

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

(a) one (1) or more bodies corporate, associations or institutions (whether or not a Member or Members) selected by the Members by resolution at or before the dissolution of the Company:

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(i) having objects similar to the objects of the Company; and

(ii) whose constitution prohibits the distribution of its or their income or property to no lesser extent than that imposed on the Company pursuant to Article 61; or

(b) if there are no bodies corporate, associations or institutions which meet the requirements of Article 77(a), to one (1) or more bodies corporate, associations or institutions (whether or not a Member or Members) selected by the Members by resolution at or before dissolution of the Company, the objects of which are the promotion of charity and gifts which are allowable deductions pursuant to the *Income Tax Assessment Act 1997* (Cth); or

(c) if the Members do not make a selection pursuant to Article 77(a) or 77(b) for any reason, to one (1) or more bodies corporate, associations or institutions meeting the requirements of either Article 77(a) or 77(b) selected by the Board, subject to Board obtaining court approval pursuant to the Corporations Act to exercise this power.

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