

Constitution of
The Goodes O'Loughlin
Foundation Limited
ACN 139 676 010

The Corporations Act 2001

A company limited by guarantee

Registered in New South Wales

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Constitution of The Goodes O'Loughlin Foundation Limited ACN 139 676 010, a public company limited by guarantee.

1. Definitions and Interpretation

1.1 Definitions

The following definitions apply in this Constitution unless the context requires otherwise:

ACNC means the Australian Charities and Not-for-profits Commission.

ATO means the Australian Taxation Office.

Chair means the person occupying the position of chair of the Directors under rule 11.6.

Charity means an entity registered as a charity with the ACNC.

Chief Executive Officer means the chief executive appointed by the Directors under rule 13.1.

Company means The Goodes O'Loughlin Foundation Limited.

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

Deductible Gift Recipient has the meaning given in the Tax Act.

Director means a person appointed or elected to the office of director of the Company in accordance with this Constitution and, where appropriate, includes an alternate director.

External Scholarship means a scholarship awarded by another organisation that complies with the requirements of the Tax Act and is funded using moneys from the Public Gift Fund.

Gift means a donation, contribution, gift, settlement, benefaction or other voluntary transfer or disposition of money, money's worth, property or benefits and whether inter vivos or by will.

Member means a person admitted to the membership of the Company in accordance with the provisions of this Constitution.

Member Present means, in connection with a meeting, the Member present at the venue or venues for the meeting, in person or by proxy or attorney.

person and words importing persons means any person including partnerships, associations and bodies corporate, unincorporated bodies and all other entities or associations recognised by law as well as individuals.

Primary Course has the meaning given in section 195-1 of *A New Tax System (Goods and Services Tax) Act 1999*.

Public Gift Fund means a fund established under rule 5.

Responsible Person means an individual who is considered to have a degree of responsibility to the community as a whole and is known to a broad section of the community, including an individual who:

- (a) performs a significant public function;

- (b) is a member of a professional body having a code of ethics or rules of conduct;
- (c) is a director of a company whose shares are listed on the Australian Securities Exchange;
- (d) is officially charged with spiritual functions by a religious institution;
- (e) has received formal recognition from government for services to the community; or
- (f) is approved as a Responsible Person by the Commissioner of Taxation.

Scholarship means a scholarship awarded by the Company that satisfies the requirements in section 30-37 of the Tax Act, in addition to any additional criteria set out in Schedule 2 of this Constitution.

Secondary Course has the meaning given in section 195-1 of *A New Tax System (Goods and Services Tax) Act 1999*.

Secretary means a person appointed as secretary of the Company in accordance with this Constitution.

Tax Act means the *Income Tax Assessment Act 1936* (Cth) and the *Income Tax Assessment Act 1997* (Cth).

Tertiary Course has the meaning given in section 195-1 of *A New Tax System (Goods and Services Tax) Act 1999*.

1.2 Interpretation

Headings are for convenience only and do not affect interpretation. The following rules of interpretation apply unless any contrary intention appears in this Constitution or the context requires otherwise:

- (a) The singular includes the plural and conversely.
- (b) Where a word or phrase is defined, its other grammatical forms have a corresponding meaning.
- (c) A reference to any legislation or to any provision of any legislation includes any modification or re enactment of it, any legislative provision substituted for it, and all regulations and statutory instruments issued under it.
- (d) A word or phrase given a meaning in the Corporations Act has the same meaning in this Constitution.

1.3 Replaceable rules

The replaceable rules contained in the Corporations Act do not apply to the Company.

2. Object

2.1 Object of the Company

The objects of the Company are to:

- (a) Promote and provide Scholarships, and funding for External Scholarships, to Indigenous Australians for the purpose of promoting the advancement of the recipient's education in one or more of a Primary Course, a Secondary Course or a Tertiary Course;
- (b) Undertake activities that are designed to support and assist Indigenous Australians by encouraging, supporting and empowering them through education; and
- (c) work in collaboration with other Charities, whose objects and purposes are similar to those of the Company, in order to further the objects set out in rule 2.1(a) and 2.1(b).

3. No profits to Members

3.1 Application of income and property to objects

Subject to paragraph 3.2, the income and property of the Company must only be used to further the objects of the Company set out in rule 2.1 and no part of that income or property may be paid or transferred, directly or indirectly, to any Member of the Company by way of dividend, bonus or otherwise.

3.2 Payments, services and information

Nothing in rule 3.1 prevents the Company from making a payment in good faith to a Member, Director or Committee Member (as the case may be):

- (a) Subject to rule 9.2, of reasonable and proper remuneration for services provided to the Company;
- (b) for goods supplied in the ordinary and usual course of business;
- (c) of reasonable and proper rent for premises let by a Member; or
- (d) to comply with rule 18.

4. Membership

4.1 Members of the Company

- (a) The Members are those persons admitted to the membership of the Company whose names are entered into the Company's register of members.
- (b) On registration of the Company the Members will be those persons set out in Schedule 1.
- (c) Two or more persons cannot be registered as holding a single membership interest, whether as joint tenants or as tenants in common.

4.2 Limited liability of Members

The liability of the Members of the Company is limited.

4.3 Members' liability on winding up

Each Member undertakes to contribute to the assets of the Company in the event of it being wound up while they are a Member, or within one year after they cease to be a Member, for payment of the debts and liabilities of the Company and of the costs, charges and expenses of winding up, such amount as may be required not exceeding \$100.

4.4 Admission as a Member

- (a) A person who wants to apply for membership must submit a written application to the Secretary signed by the applicant and in the form determined by the Directors.
- (b) At the next meeting of the Directors after the receipt of an application for membership, the Directors will consider the application and decide whether or not to admit the applicant in their absolute discretion.
- (c) If the Directors decide not to admit an applicant to the membership, they do not have to give any reasons for their decision.
- (d) When an applicant is to be admitted, the Secretary must notify the applicant.

4.5 Resignation of a Member

A Member may resign from the Company by giving notice in writing to the Secretary. The resignation will be effective from the date it is received by the Secretary.

4.6 Membership fee

The Directors may from time to time determine a membership fee for Members and the terms of payment of the membership fee.

4.7 Non-payment of membership fees

- (a) If any membership fee of a Member remains unpaid for a period of 28 days after it become due, the Secretary will give notice to the Member of that fact.
- (b) If any membership fee remains unpaid more than 14 days after the date of the notice given under paragraph (a), the Directors may cancel the membership of the Member and remove the Member's name from the register of Members.

4.8 Misconduct of a Member

- (a) The Directors may expel from the Company any Member:
 - (i) whose conduct in the opinion of the Directors is prejudicial to the interests of the Company; or
 - (ii) at the written request of at least 50% of Members,and remove the Member's name from the register.
- (b) At least 21 days before the Directors meet to expel a Member the Directors must send a notice to the Member which states:
 - (i) all relevant information, including any allegations made against the Member;

- (ii) the proposed resolution for the Member's expulsion;
 - (iii) that the Member has an opportunity to address the meeting either orally or in writing; and
 - (iv) that the Member may elect to have the question of expulsion dealt with by the Company in general meeting, with the notice of meeting to enclose a copy of the notice sent to the relevant Member and such relevant information as the Member reasonably requests, provided that the Member notifies the Secretary in writing, at least 48 hours before the meeting at which the resolution is to be considered by the Directors.
- (c) The Company must expel a Member and remove the Member's name from the register where:
- (i) a general meeting is held to expel a Member; and
 - (ii) a resolution is passed at the meeting for the expulsion of the Member by a majority of no less than two-thirds of those present and voting (such voting will be by ballot).

4.9 Ceasing to be a Member

A Member's membership of the Company will automatically cease:

- (a) in the case of a Member who is a natural person, on the date that:
 - (i) the Member dies;
 - (ii) the Member becomes of unsound mind or a person or estate is liable to be dealt with in any way under the law relating to mental health; or
 - (iii) the Member becomes a person whose estate or assets are liable to be dealt with in any way under the laws relating to mental health; or
- (b) in the case of a Member which is a body corporate, on the date that:
 - (i) a liquidator is appointed in connection with the winding up of the Member; or
 - (ii) an order is made by a court for the winding up or deregistration of the Member.

4.10 Liability after a person ceases to be a Member

A person who ceases to be a Member must pay to the Company:

- (a) all membership fees or other amounts owing to the Company which are due and unpaid at the date that the person ceases to be a Member; and
- (b) amounts which the Member is liable to pay under rule 4.3.

4.11 Register of Members

The register of Members must be kept by the Secretary and must contain the full name and address of each Member and any other information required by the Directors.

4.12 Address of Members

Every Member must inform the Secretary in writing of any change in their address and any such change of address must be entered in the register of Members. The latest address in the register of Members is deemed to be the Member's registered address.

5. Public Gift Fund

5.1 Establishment of Public Gift Fund

The Company must establish and maintain a fund to be called the Goodes O'Loughlin Scholarship Fund (the **Public Gift Fund**), to which all Gifts to the Company are to be made in accordance with the following:

- (a) The object, purpose and principal activity of the Public Gift Fund is as set out in rule 2.1(a), being to promote and provide moneys for:
 - (i) Scholarships to Indigenous Australians which satisfy the criteria set out in Schedule 2; and
 - (ii) External Scholarships in accordance with rule 12.3.
- (b) The Company will invite Members of the public (including the Australian business community) to make Gifts to the Public Gift Fund.
- (c) Any Gifts received by the Company under paragraph (b) will be accepted by the Company in the following manner:
 - (i) they will be placed in a separate bank account established for the purpose of the Public Gift Fund to which all Gifts to the fund are to be kept; and
 - (ii) receipts will be issued to the person who made the Gift to the Public Gift Fund and will state:
 - (A) the Australian Business Number of the Company;
 - (B) the name of the Public Gift Fund to which the Gift has been credited;
 - (C) the fact that the receipt is for a Gift; and
 - (D) any other information which is required under the Tax Act.
- (d) The Public Gift Fund must not accept any money or property other than Gifts received in accordance with paragraphs (b) and (c).
- (e) All Gifts made to the Public Gift Fund must be separately identified and kept separately from any other funds of the Company.
- (f) Money from interest on donations, income derived from donated property and money from the realisation of such property is to be credited to the bank account of the Public Gift Fund.
- (g) The Public Gift Fund must be managed by the Public Fund Management Committee that is constituted by, and must exercise its duties in accordance with, rule 12.

- (h) The Public Gift Fund must operate on a not for profit basis. The income and property of the Public Gift Fund must be applied solely in the furtherance of its objects and no portion shall be distributed directly or indirectly, by way of dividend, bonus, profit or otherwise, to any Member, Committee Member or Director, except in accordance with rule 3.2 and provided that the amount payable has been approved by the Public Fund Management Committee and the Directors.
- (i) Proper accounting records and procedures are to be kept and used for the Public Gift Fund.
- (j) The Public Gift Fund must operate otherwise in accordance with any applicable requirements of the Tax Act.

5.2 Accounting policies

The Company must establish and maintain internal accounting policies exclusively for money, property and benefits received for the Public Gift Fund.

5.3 Books of account

The Company must ensure that proper books of account and other records are kept in respect of all receipts and payments in relation to the Public Gift Fund.

5.4 Winding-up

On the earlier of:

- (a) the winding up of the Public Gift Fund; or
- (b) if the Public Gift Fund, the Goodes O'Loughlin Scholarship Fund, is endorsed as a Deductible Gift Recipient, the revocation of that endorsement,

any surplus assets of the Public Gift Fund remaining after the satisfaction of all just debts and liabilities attributable to it, shall be transferred to one or more public gift funds:

- (c) which have objectives similar to the object of the Public Gift Fund;
- (d) which is endorsed as a Deductible Gift Recipient; and
- (e) whose constituent documents prohibit the distribution of its income and property among its members on terms substantially to the effect of rule 3.

6. General Meetings

6.1 Power to call a general meeting

Any two Directors may convene a general meeting of the Company whenever they think fit.

6.2 Power to cancel or postpone a general meeting

Any Director may cancel or postpone any meeting convened by that Director by notice in writing to all persons who were entitled to receive notice of that meeting, except where the cancellation or postponement would be contrary to the Corporations Act. Any failure to

give notice of cancellation or postponement does not invalidate the cancellation or postponement or any resolution passed at a postponed meeting.

6.3 Non-receipt of notice

The fact that a person entitled to receive notice of a general meeting does not receive that notice or is accidentally not given notice, does not invalidate any resolution passed at the meeting.

6.4 Business of general meetings

Unless all Members are present as Members Present and agree otherwise, the only business to be transacted at a general meeting will be that set out in the notice.

6.5 Right of others to attend general meeting

Any other person (whether a Member or not) requested by the Directors to attend any general meeting is entitled to be present and, at the request of the Chair, to speak at that general meeting.

7. Proceedings at General Meetings

7.1 Number for a quorum

Except as otherwise provided in this Constitution, 2 Members Present constitutes a quorum.

7.2 Requirement for a quorum

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

7.3 No quorum

- (a) If there is no quorum at a general meeting within 30 minutes after the time specified in the notice of the meeting, the meeting is dissolved unless the Directors adjourn the meeting to a date, time and place determined by the Directors.
- (b) If no quorum is present at any adjourned meeting within 30 minutes after the time appointed for the meeting, the meeting is dissolved.

7.4 Chair of general meetings

Subject to rule 7.5, the Chair is entitled to preside as chair at every general meeting.

7.5 Absence of Chair

Where a general meeting is held and:

- (a) there is no Chair; or
- (b) the Chair is not present within 15 minutes after the time appointed for the meeting or does not wish to act as chair of the meeting,

the Directors present may elect one of their number or, in the absence of all Directors or if none of the Directors present wish to act, the Members Present may elect one of their number to be chair of the meeting.

7.6 Conduct of general meetings

- (a) The general conduct of each general meeting of the Company and the procedures to be adopted at the meeting are as determined at, during or prior to the meeting by the chair of the meeting.
- (b) The chair of the meeting may make rulings without putting the question (or any question) to the vote if the chair of the meeting considers action is required to ensure the orderly conduct of the meeting.
- (c) At any time the chair of the meeting considers it necessary or desirable for the proper and orderly conduct of the meeting, the chair of the meeting may demand the cessation of debate or discussion on any business, question, motion or resolution being considered by the meeting and require the business, question, motion or resolution to be put to a vote of the Members Present.
- (d) Any determination by the chair of the meeting in relation to matters of procedure (including any procedural motions moved at, or put to, any meeting) or any other matter arising directly or indirectly from the business is final (including any procedural motions moved at, or put to, any meeting). Any challenge to a right to vote (whether on a show of hands or on a poll) or to a determination to allow or disregard to vote may only be made at the meeting and may be determined by the chair of the meeting whose decision is final.
- (e) If a person purports to cast a vote in contravention of the Corporations Act, the chair of the meeting may determine that the vote be disregarded and treated as not having been cast.
- (f) Nothing contained in this rule limits the powers conferred on a chair of a meeting by law.

7.7 Adjournments

- (a) During the course of a general meeting, the chair of the meeting may, and if so directed by the meeting must, adjourn the meeting or any business, motion, question or resolution being considered or remaining to be considered by the meeting or any debate or discussion either to a later time at the same meeting or to a meeting held at another time and place determined by the chair of the meeting.
- (b) If the chair of the meeting exercises a right of adjournment under paragraph (a), the chair of the meeting has the sole discretion to decide whether to seek the approval of the Members Present to the adjournment and, unless the chair of the meeting exercises that discretion, no vote may be taken by the Members Present in respect of the adjournment.
- (c) The only business that may be transacted at any adjourned meeting is the business left unfinished at the meeting from which the adjournment took place.

- (d) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting. Otherwise it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

7.8 Voting at general meetings

- (a) Any resolution submitted to a general meeting is to be decided by a show of hands of the Members Present and entitled to vote unless a poll is demanded.
- (b) In the case of an equality of votes, the chair of the meeting does not have, both on a show of hands and on a poll, a casting vote in addition to the vote or votes to which the chair of the meeting may be entitled as a Member or as a proxy, attorney or properly appointed representative of a Member.
- (c) Unless a poll is demanded, a declaration by the chair of the meeting following a vote on a show of hands that a resolution has been passed or lost is conclusive.
- (d) A poll may be demanded by a Member in accordance with the Corporations Act (and not otherwise) or by the chair of the meeting. No poll may be demanded on the election of a chair of a meeting or, unless the chair of the meeting otherwise determines, the adjournment of a meeting. A demand for a poll may be withdrawn.

7.9 Procedure for polls

- (a) When demanded, a poll may be taken in the manner and at the time the chair of the meeting directs.
- (b) The result of a poll may be announced in the manner and at the time (whether during the relevant meeting or afterwards) as the chair of the meeting considers appropriate.
- (c) The result of the poll is the resolution of the meeting at which the poll was demanded.
- (d) The demand for a poll does not prevent a meeting from continuing for the transaction of any business other than that on which a poll has been demanded. A poll demanded on any question of adjournment is to be taken at the meeting and without adjournment.

8. Votes of Members

8.1 Voting rights

Subject to this Constitution and any rights or restrictions for the time being placed on any Member:

- (a) at meetings of Members each Member entitled to attend and vote may attend and vote in person or by proxy, by attorney or (where the Member is a body corporate) by representative;

- (b) a Member is not entitled to vote at a general meeting unless all sums presently payable by the Member in respect of membership of the Company have been paid; and
- (c) each Member has one vote both on a show of hands and a poll.

8.2 Right to appoint proxy

- (a) A Member may appoint one proxy.
- (b) A proxy need not be a Member.

8.3 Form of proxy

A form of appointment of a proxy is valid if it is in accordance with the Corporations Act or in any form (including electronic) which the Directors may prescribe or accept.

8.4 Lodgement of proxies

An instrument appointing a proxy is not valid unless it and the power of attorney or other authority (if any) under which the instrument is signed is received at the registered office of the Company or, if notice of a meeting provides for electronic lodgement of proxies, at the electronic mail address specified in the notice, at any time before the meeting commences.

8.5 Validity of proxies

- (a) A vote exercised in accordance with the terms of an instrument of proxy, a power of attorney or other relevant instrument of appointment is valid despite:
 - (i) the previous death or unsoundness of mind of the principal; or
 - (ii) the revocation of the instrument (or of the authority under which the instrument was executed) or the power,

if no notice in writing of the death, unsoundness of mind or revocation (as the case may be) has been received by the Company at its registered office at least 48 hours (or any shorter period as the Directors may permit or specified by the Corporations Act) before the commencement of the meeting, or adjourned meeting at which the instrument is used or the power is exercised.

- (b) A proxy is not revoked by the principal attending and taking part in the meeting unless the principal actually votes at the meeting on a resolution for which the proxy is proposed to be used.

8.6 Where proxy is incomplete

- (a) No instrument appointing a proxy is treated as invalid merely because it does not contain:
 - (i) the address of the appointor or of a proxy;
 - (ii) the proxy's name or the name of the office held by the proxy; or
 - (iii) in relation to any or all resolutions, an indication of the manner in which the proxy is to vote.

- (b) Where the instrument does not specify the name of a proxy, the instrument is taken to be given in favour of the chair of the meeting.
- (c) A proxy may vote as the proxy thinks fit on any motion or resolution in respect of which no manner of voting is indicated.

9. Appointment, Removal and Remuneration of Directors

9.1 Appointment and removal

- (a) The number of Directors (not including alternate Directors) must be not less than three.
- (b) The Directors may at any time appoint a person to be a Director to fill a casual vacancy.
- (c) Any Director appointed under paragraph (b) may hold office only until the next annual general meeting of the Company and is then eligible for election at that meeting.

9.2 Remuneration

- (a) No Director is entitled to be paid a fee for his or her service as a Director.
- (b) The Directors will be entitled to be paid or reimbursed for all out-of-pocket expenses properly incurred by them in the performance of their duties as Directors where the amount payable has been approved by the Directors.
- (c) A Director may be engaged by the Company in any other capacity (other than auditor) and may be appointed on such terms as to remuneration, tenure of office and otherwise as has been approved by the Directors.

9.3 Vacation of office

- (a) In addition to the circumstances in which the office of a Director becomes vacant under the Corporations Act, the office of a Director becomes vacant if the Director:
 - (i) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (ii) resigns from the office of Director by notice in writing to the Company;
 - (iii) is absent without the consent of the Directors from meetings of the Directors held during a continuous period of six months; or
 - (iv) dies.
- (b) The office of a Director who is an employee of the Company is terminated on the Director ceasing to be employed but the person concerned is eligible for reappointment or re-election as a Director of the Company.

9.4 Alternate Director

Subject to this Constitution, each Director may appoint any person (who, if there are other Directors, is approved by a majority of the other Directors) to act as an alternate Director in

the Director's place, either for a stated period or until the happening of a specified event, whenever by absence or illness or otherwise the Director is unable to attend to duties as a Director. The appointment must be in writing and signed by the Director and a copy of the appointment must be given to the registered office or to a meeting of the Directors. The appointment takes effect on (if there are other Directors) approval by a majority of the other Directors or, where the approval has been granted, at any later time specified in the appointment. The following provisions apply to any alternate Director:

- (a) the appointment of the alternate Director is terminated or suspended on receipt at the registered office of notice in writing from the Director by whom the alternate Director was appointed;
- (b) the alternate Director is entitled to receive notice of meetings of the Directors and to attend and vote at the meetings if the Director by whom the alternate Director was appointed is not present;
- (c) the alternate Director is entitled to exercise all the powers (except the power to appoint an alternate Director) and perform all the duties of a Director, to the extent the Director by whom the alternate Director was appointed has not exercised or performed them or they have not been limited by the instrument appointing the alternate Director;
- (d) the alternate Director will be entitled to be reimbursed under rule 9.2(b) as if the alternate Director were a Director;
- (e) the office of the alternate Director is terminated on the death of, or termination of office by, the Director by whom the alternate Director was appointed;
- (f) the alternate Director is not to be taken into account in determining the number of Directors or rotation of Directors; and
- (g) the alternate Director is, while acting as a Director, responsible to the Company for the alternate Director's own acts and defaults and is not the agent of the Director by whom the alternate Director was appointed.

10. Powers of Directors

The business of the Company will be managed by the Directors, who may exercise all powers of the Company which are not, by the Corporations Act or this Constitution, required to be exercised by the Company in general meeting.

11. Proceedings of Directors

11.1 Directors meetings

The Directors may meet together for conducting business and may adjourn and otherwise regulate their meetings as they see fit.

11.2 Power to call for a Directors meeting

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

11.3 Quorum for Directors meetings

The number of Directors necessary to form a quorum at a meeting of the Directors is two Directors.

11.4 Notice

Reasonable notice must be given to every Director of the place, date and time of every meeting of the Directors. Notice of a meeting of the Directors may be given by mail (electronic or otherwise), personal delivery or facsimile transmission to the usual place of business or residence of the Directors or at any other address given to the Secretary by the Director or by any technology agreed to by all the Directors.

11.5 Directors meetings by technology

(a) 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 holding a Directors meeting:

- (i) video conference;
- (ii) telephone;
- (iii) electronic mail;
- (iv) any other technology which permits each Director to communicate with every other Director; or
- (v) any combination of these technologies.

A Director may withdraw the consent given under this rule in accordance with the Corporations Act.

- (b) Where the Directors are not all in attendance at one place and are holding a meeting using technology and each Director can communicate with the other Directors:
- (i) the participating Directors are, for the purpose of every provision of this Constitution concerning meetings of the Directors, taken to be assembled together at a meeting and to be present at that meeting; and
 - (ii) all proceedings of those Directors conducted in that manner are as valid and effective as if conducted at a meeting at which all of them were physically present in one location.

11.6 Chair of Directors

- (a) The Directors may elect one of their number as their chair and may decide the period for which the Chair is to hold office as Chair.

- (b) Where a meeting of the Directors is held and:
 - (i) a Chair has not been elected as provided by paragraph (a); or
 - (ii) the Chair is not present at the time appointed for the holding of the meeting or does not wish to chair the meeting,the Directors present may elect one of their number to be chair of the meeting.

11.7 Directors' voting rights

- (a) Subject to this Constitution, questions arising at a meeting of the Directors are decided by a majority of votes of Directors present and voting.
- (b) In the case of an equality of votes, the Chair does not have a casting vote in addition to the Chair's deliberative vote.
- (c) Subject to rule 11.9, a Director who has a material personal interest in a matter may vote in respect of that matter if it comes before the Directors and be counted as part of the quorum.

11.8 Conflict of interests

- (a) A Director is not disqualified from contracting with the Company in any capacity by reason of holding the office of Director.
- (b) In relation to a contract or arrangement in which a Director is in any way interested:
 - (i) the fact that the Director signed the document evidencing the contract or arrangement will not in any way affect its validity;
 - (ii) the contract or arrangement may not be avoided merely because the Director is a party to the contract or arrangement or otherwise interested in it; and
 - (iii) the Director will not be liable to account to the Company for any profit derived in respect of the contract or arrangement merely because of the Director's office or the fiduciary relationship it entails.

11.9 Material personal interest

- (a) Subject to paragraph (b), a Director who has a material personal interest in a matter that relates to the affairs of the Company must give the other Directors notice of his or her interest in accordance with the Corporations Act.
- (b) A Director with a material personal interest in a matter that relates to the affairs of the Company is not required to give notice in the following circumstances:
 - (i) if all of the following conditions are met:
 - (A) the Director has already given notice of the nature and extent of the interest and its relation to the affairs of the Company;
 - (B) if a person who was not a Director at the time the notice was given is appointed as a Director, the notice is given to that person; and

- (C) the nature or extent of the interest has not materially increased above that disclosed in the notice;
 - (ii) if the Director has given a standing notice of the nature and extent of the interest in accordance with the Corporations Act and that standing notice is still effective in relation to the interest; or
 - (iii) as otherwise permitted under the Corporations Act.
- (c) A Director who has a material personal interest in a matter that is being considered at a meeting of the Directors must not be present while the matter is being considered at the meeting or vote on the matter, except as permitted in accordance with the Corporations Act.
- (d) Nothing in this rule affects the duty of a Director:
 - (i) who holds any office or possesses any property whereby, directly or indirectly, duties or interests might be created in conflict with the Director's duties or interests as a Director, to declare at a meeting of the Directors, the fact and the nature, character and extent of the conflict; or
 - (ii) to comply with the Corporations Act or any other law.

11.10 Committees

- (a) The Directors may delegate any of their powers to committees consisting of any one or more Directors or any other person or persons as the Directors think fit and may revoke that delegation.
- (b) A committee to which any powers have been delegated under paragraph (a), must exercise those powers in accordance with any directions of the Directors. These powers are then taken to have been exercised by the Directors.
- (c) Subject to paragraph (b), the meetings and proceedings of any committee are to be governed by the provisions of this Constitution for regulating the meetings and proceedings of the Directors so far as they are applicable.
- (d) Nothing in this rule 11.10 limits the power of the Directors to delegate.

11.11 Written resolutions

- (a) A resolution in writing signed by all Directors or a resolution in writing of which notice has been given to all Directors and which is signed by a majority of the Directors entitled to vote on the resolution (not being less than the number required for a quorum at a meeting of the Directors) is a valid resolution of the Directors and is effective when signed by the last of all the Directors or the last of the Directors constituting the majority, as required.
- (b) For the purpose of this rule, the references to Directors include any alternate Director appointed by a Director who is not available to sign the document or is otherwise unable to sign the document within a reasonable time but do not include any other alternate Director.

- (c) The resolution may consist of several documents in the same form each signed by one or more of the Directors. A facsimile transmission or other document produced by mechanical or electronic means under the name of a Director with the Director's authority is considered a document in writing signed by the Director and is deemed to be signed when received in legible form.

11.12 Defects in appointments

- (a) All acts done by any meeting of the Directors or person acting as a Director are as valid as if each person was duly appointed and qualified to be a Director or a member of a committee.
- (b) Paragraph (a) applies even if it is afterwards discovered that there was some defect in the appointment of a person to be a Director or to act as a Director or that a person so appointed was disqualified.

11.13 If less than minimum number of Directors

If the number of Directors is reduced below the minimum number fixed under this Constitution, the continuing Directors may act for the purpose of increasing the number of Directors to that number or of calling a general meeting of the Company but for no other purpose.

12. Public Fund Management Committee

12.1 Establishment

The Company must establish and permit the operation of the Public Fund Management Committee at all times during which the Company is required to maintain a Public Gift Fund.

12.2 Exercise of duties

The Public Fund Management Committee shall be responsible for the overall management of the Public Gift Fund. In the course of managing the Public Gift Fund, the Public Fund Management Committee is responsible for advising the Directors upon:

- (a) the conduct of fundraising for the Public Gift Fund;
- (b) its recommendations for the award of Scholarships, based on its consideration of the requirements in section 30-37 of the Tax Act and any additional criteria set out in Schedule 2;
- (c) its recommendations to fund External Scholarships in accordance with rule 12.3;
- (d) the investment and disbursement of the proceeds of the Public Gift Fund; and
- (e) any other matters that materially affect the operation of the Public Gift Fund;

and the Directors shall receive, consider and act in accordance with the advice of the Public Fund Management Committee (but only to the extent that such advice does not conflict with the Directors' obligations under the Corporations Act). Subject thereto, the management and control of the Company shall be vested in the Directors.

12.3 Recommendation to fund External Scholarships

- (a) The Public Fund Management Committee may recommend to the Directors that moneys from the Public Fund be used to fund External Scholarships.
- (b) The Public Fund Management Committee may only make a recommendation pursuant to rule 12.3(a) once it has satisfied itself that the supplier of the External Scholarship:
 - (i) will comply with section 30-37 of the Tax Act with regard to the relevant External Scholarship; and
 - (ii) has in place processes and procedures which govern the award of the relevant External Scholarship and which, in the reasonable opinion of the Public Fund Management Committee, meet high standards of governance and probity consistent with the objects, reputation and standards of the Company.

12.4 Composition

- (a) The Directors must appoint persons to the Public Fund Management Committee from time to time (**Public Fund Committee Members**) and must ensure that the Public Fund Management Committee at all times comprises no less than three persons, a majority of whom must be Responsible Persons.
- (b) If, at any time, the Public Fund Management Committee does not comprise a majority of persons that are Responsible Persons, then the Public Fund Management Committee must not exercise any discretion or power until this requirement is satisfied, except to protect the property of the Public Gift Fund.

12.5 Term of Public Fund Committee Members

- (a) Each Public Fund Committee Member appointed in accordance with the provisions of this rule 12 shall serve a term of two years from the date of appointment, at the end of which period such Public Fund Committee Member shall retire from office but shall be eligible for reappointment by the Directors.
- (b) Any Public Fund Committee Member may resign from office prior to the expiration of their two year term by giving to the Directors written notice of resignation. The resignation will take effect 21 Business Days after the date of the notice.
- (c) A person appointed to fill the office of a Public Fund Committee Member shall hold office only for the balance of the term for which the Public Fund Committee Member being replaced was appointed, after which period the Public Fund Committee Member appointed shall retire from office but shall be eligible for reappointment.

12.6 Chairman and Vice-Chairman

Appointments to the Public Fund Management Committee shall be in accordance with the following provisions:

- (a) The Public Fund Management Committee shall have a Chairman and a Vice-Chairman who shall be appointed annually by the Directors. The Chairman must be a Responsible Person.
- (b) If the Chairman or Vice-Chairman ceases for any reason to hold office as a Public Fund Committee Member or resigns his office of Chairman or Vice-Chairman before completing their term as Chairman or Vice-Chairman, the office of Chairman or Vice-Chairman shall fall vacant and the Directors must appoint one of the Public Fund Committee Members to fill the vacancy and the Public Fund Committee Member so appointed shall hold the office of Chairman or Vice-Chairman for the balance of the term for which the Chairman or Vice-Chairman vacating the office was appointed.

12.7 Meetings

- (a) Subject to the requirements in this rule 12.6, the Public Fund Management Committee may meet for the despatch of business, adjourn and otherwise regulate its meetings and proceedings as it thinks fit.
- (b) The Chairman shall chair all meetings of the Public Fund Management Committee provided that if the Chairman is not present or if the office is vacant, then the Vice-Chairman shall chair the meeting. If neither the Chairman nor the Vice-Chairman is present those Public Fund Committee Members present at a meeting may choose one of their number to chair the meeting.
- (c) Questions arising at any meeting of the Public Fund Management Committee shall be decided by a majority of votes and a decision by a majority of those Public Fund Committee Members present shall for all purposes be deemed to be a decision of the Public Fund Management Committee. In the case of an equality of votes, the Chairman of the meeting shall have a second or casting vote.
- (d) The quorum necessary for the transaction of the business of the Public Fund Management Committee shall be at least two thirds of Public Fund Committee Members appointed.
- (e) The Public Fund Management Committee must cause minutes to be kept of all persons present at any of its meetings and of all proceedings at any such meetings. Such minutes shall be verified by the signature of the Chairman of the meeting at which the proceedings were held or the signature of the Chairman of the next succeeding meeting.
- (f) At least 14 days' notice of meetings of the Public Fund Management Committee shall be provided to Public Fund Committee Members and such notice must be given in the manner described in rule 15.

12.8 When the Directors will comprise the Public Fund Management Committee

If the Directors do not appoint any non-Director to be a Public Fund Committee Member, and a majority of the Directors are Responsible Persons, all of the Directors shall comprise the Public Fund Management Committee and the following shall apply:

- (a) rule 12.1 will be taken to have been satisfied without further action required;
- (b) rule 12.2 will be satisfied by the conduct of business relating to the Public Gift Fund at a duly constituted Directors meeting;
- (c) each duly constituted Directors meeting will be taken to satisfy rules 12.6(a), (c) and (d) in relation to any business relating to the Public Gift Fund conducted at that Directors meeting;
- (d) the minutes of meeting required under rule 12.6(e) may be included in the Directors meeting minutes, provided they are separately identified as pertaining to the Public Gift Fund;
- (e) unless the Directors resolve otherwise, each person appointed to be a Director will automatically be appointed a Public Fund Committee Member; and
- (f) a person appointed in accordance with rule 12.8(e) will cease to be a Public Fund Committee Member when he or she ceases to be a Director. This would not preclude the immediate reappointment of that person as a Public Fund Committee Member if the requirements of rule 12.3 are satisfied.

12.9 Indemnity

Public Fund Committee Members are indemnified by the Company as if they were officers, but only for the purposes of rule 18.

13. Officers of the Company

13.1 Appointment of Chief Executive Officer

The Directors may appoint any person to be the Chief Executive Officer of the Company for such period and on such terms as they think fit. Subject to the terms of any agreement entered into in a particular case, the Directors may at any time terminate any such appointment.

13.2 Powers of a Chief Executive Officer

The Directors may delegate, on the terms and conditions and with any restrictions as they determine, to the Chief Executive Officer any of the powers exercisable by them under this Constitution and may at any time withdraw, suspend or vary any of those powers. Giving powers to the Chief Executive Officer does not prevent the exercise of those powers by the Directors.

13.3 Appointment of Secretary

There must be at least one Secretary who is to be appointed by the Directors.

13.4 Powers, duties and authorities of Secretary

A Secretary of the Company holds office on the terms and conditions, and with the powers, duties and authorities, as the Directors decide.

13.5 Termination of appointment of Secretary

The Directors may at any time terminate the appointment of a Secretary.

13.6 Appointment of other officers

The Directors may from time to time:

- (a) create any other position or positions in the Company with the powers and responsibilities as the Directors may from time to time decide; and
- (b) appoint any person, whether or not a Director, to any position or positions created under paragraph (a).

13.7 Termination of appointment of other officers

The Directors may at any time terminate the appointment of a person holding a position created under rule 13.6(a) and may abolish the position.

14. Seals

14.1 Seals and their use

The Company may have a common seal and a duplicate common seal which are to be used by the Company as determined by the Directors.

15. Notices

15.1 Notices generally

Any Member who has not left at or sent to the registered office, a place of address or an electronic mail address (for registration in the register) at or to which all notices and documents of the Company may be served or sent is not entitled to receive any notice.

15.2 How notice may be given

The Company may give notice to a Member, in its discretion, by:

- (a) serving it on the Member personally;
- (b) sending it by post to or leaving it at the Member's address as shown in the register of Members or an alternative address supplied by the Member;
- (c) sending it to the fax number or electronic mail address supplied by the Member;
- (d) serving it in any manner contemplated in this rule 15.2 on a Member's attorney as specified by the Member under a notice given under rule 15.3.

15.3 Notices to an attorney

By written notice to the Secretary left at or sent to the registered office, a Member may request that all notices to be given by the Company or the Directors be served on the Member's attorney at an address specified in the notice and the Company may do so in its discretion.

15.4 Personal service or delivery

A notice served on a Member personally or left at the Member's address is considered to have been served when delivered.

15.5 Notice by the Company to Directors

Subject to this constitution, a notice may be given by the Company to any auditor, Director or alternate Director either by serving it personally at, or by sending it by post in a prepaid envelope to, the auditor's, Director's or alternate Director's usual residential or business address, or such other address, or by facsimile or electronic mail to such facsimile number or electronic address, as the auditor, Director or alternate Director has supplied to the Company for the giving of notices.

15.6 Notices by Members or Directors to the Company

- (a) Subject to this constitution, a notice may be given by a Member, Director or alternate Director to the Company by serving it on the Company at, or by sending it by post in a prepaid envelope to, the registered office of the Company or by facsimile or electronic mail to the principal facsimile number or electronic address at the registered office of the Company.
- (b) The Directors may resolve generally, or on a case by case basis that a notice that is to be received by the Company is not to be accepted if given by electronic means (excluding facsimile).
- (c) If a resolution of Directors is passed under rule 15.6(b), the Company must give sufficient notice of the resolution to those required to give the particular notice to allow for the giving of notice by other means.

15.7 Notice by post

A notice sent by post:

- (a) if sent to an address in Australia, may be sent by ordinary post; and
- (b) if sent to an address outside Australia, must be sent by airmail,

and in either case is considered to have been served at the expiration of 24 hours after the notice is posted, provided that it is properly addressed.

15.8 Notice by fax or electronic mail

Any notice sent by fax or electronic mail is considered to have been served on the day it is sent, provided that it is properly addressed.

16. Winding Up or Revocation of Endorsement of the Company

16.1 Winding up or revocation of endorsement

On the earlier of:

- (a) the winding up or dissolution of the Company; and

- (b) if the Company is endorsed as a Deductible Gift Recipient, the revocation of that endorsement,

any property whatsoever that remains, after satisfaction of all debts and liabilities, must not be paid to or distributed among the Members but must be given or transferred to one or more organisations selected by the Members at or before the time of dissolution or revocation of endorsement:

- (c) having objects similar to the object of the Company set out in rule 2.1;
- (d) which is covered by an item in any of the tables in subdivision 30-B of the Tax Act; and
- (e) which by its Constitution is required to apply its profits (if any) or other income in promoting its objects and is prohibited from distributing its income and property to its Members.

16.2 Amalgamation

Where it furthers the object of the Company to amalgamate with any one or more other organisations having similar objects to the object of the Company, the other organisation or organisations must have rules prohibiting the distribution of its income and property to Members.

17. Notice to ACNC and ATO

The Company must give written notice to:

- (a) the ACNC; and
- (b) if the Company, or a public fund which it operates, is endorsed as a deductible gift recipient, the ATO,

of any amendment to this Constitution by no later than 28 days or such other period that is prescribed by law after the change.

18. Indemnity

- (a) The Company is to indemnify each officer of the Company and if the Directors consider it appropriate, any officer of a wholly-owned subsidiary of the Company out of the assets of the Company to the relevant extent against any liability incurred by the officer in or arising out of the conduct of the business of the Company or the wholly-owned subsidiary or in or arising out of the discharge of the duties of the officer.
- (b) Where the Directors consider it appropriate, the Company may execute a documentary indemnity in any form in favour of any officer of the Company or a wholly-owned subsidiary of the Company.

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- (c) Where the Directors consider it appropriate, the Company may:
- (i) make payments by way of premium in respect of any contract effecting insurance on behalf or in respect of an officer of the Company or a wholly-owned subsidiary of the Company against any liability incurred by the officer in or arising out of the conduct of the business of the Company or the wholly-owned subsidiary or in or arising out of the discharge of the duties of the officer; and
 - (ii) bind itself in any contract or deed with any officer of the Company or a wholly-owned subsidiary of the Company to make the payments.
- (d) Where the Directors consider it appropriate, the Company may:
- (i) give a former Director access to certain papers, including documents provided or available to the Directors and other papers referred to in those documents; and
 - (ii) bind itself in any contract with a Director or former Director to give the access.
- (e) In this rule 17:
- (i) **officer** means:
 - (A) a director, secretary or employee; or
 - (B) a person appointed as a trustee by, or acting as a trustee at the request of, the Company or a wholly-owned subsidiary of the Company,and includes a former officer.
 - (ii) **duties of the officer** includes, in any particular case where the Directors consider it appropriate, duties arising by reason of the appointment, nomination or secondment in any capacity of an officer by the Company or, where applicable, a subsidiary of the Company to any other corporation.
 - (iii) **to the relevant extent** means:
 - (A) to the extent the Company is not precluded by law from doing so;
 - (B) to the extent and for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including, but without limitation, a subsidiary or an insurer under any insurance policy);
 - (C) where the liability is incurred in or arising out of the conduct of the business of another corporation or in the discharge of the duties of the officer in relation to another corporation, to the extent and for the amount that the officer is not entitled to be indemnified and is not actually indemnified out of the assets of that corporation;

- (D) in the case of an employee who is not a Director or Secretary, to the extent that the conduct of the employee did not constitute serious and wilful misconduct.
- (iv) **liability** means all costs, charges, losses, damages, expenses, penalties and liabilities of any kind including, in particular, legal costs incurred in defending any proceedings (whether criminal, civil, administrative or judicial) or appearing before any court, tribunal, government authority or other body.

Schedule 1

Initial Members

Each of the people named below as a Member consents to becoming a Member of the Company and agrees to the terms of this Constitution.

Name	Address	Signature
James Douglas Gallichan	46 Richardson Street West, Lane Cove, New South Wales, 2066	

Schedule 2

Goodes O'Loughlin Scholarship Fund

Rules and Regulations Covering the Selection Process

Note: All criteria listed below that is followed by ** is a condition set out in section 30-37 of the Tax Act as at the date of this Constitution.

1. Eligibility

In order to be eligible for a Scholarship, applicants must be:

- (a) an Australian citizen or permanent resident of Australia, within the meaning of the *Australian Citizenship Act 2007***;
- (b) an Aboriginal or Torres Strait Islander; and
- (c) currently enrolled, or accepted for enrolment, in a Primary Course, a Secondary Course or a Tertiary Course.

2. Selection Process

The selection process that must be followed for the award of all Scholarships by the Goodes O'Loughlin Foundation is as follows:

- (a) Scholarships must be open to individuals throughout a region of at least 200,000 people, or throughout at least an entire State or Territory**;
- (b) the award of a scholarship must be to promote the recipient's education in one or more of a Primary Course, a Secondary Course or a Tertiary Course**; and
- (c) the scholarship must be awarded on merit or for reasons of equity**.

Having regard to (c) above, when undertaking the selection process for the purpose of advising the Directors pursuant to rule 12.2(b) of the Constitution, the Public Fund Management Committee must have regard to:

- the academic record of the applicant;
- the economic and social disadvantage or hardship of the applicant;
- the leadership qualities that the applicant is able to demonstrate;
- the extra-curricular activities undertaken by the applicant, including, but not limited to participating in sporting or musical endeavours; and
- any other reasons of merit or equity as decided by the Public Fund Management Committee.

3. Use of Funds

Moneys from the Public Gift Fund that is used to award Scholarships can only be used for the following purposes:

- (a) tuition and school fees; and
- (b) related educational expenses, including for example, the cost of uniforms, travel or boarding costs or the cost of text books