

**THE CONSTITUTION OF
NATIONAL SENIORS AUSTRALIA LTD**

A Public Company Limited By Guarantee Not Having a Share Capital

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THE CONSTITUTION OF NATIONAL SENIORS AUSTRALIA LTD

A Public Company Limited By Guarantee Not Having A Share Capital

1 NAME

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

2 REPLACEABLE RULES

This Constitution displaces the Replaceable Rules in the Law.

3 DEFINITIONS AND INTERPRETATION

3.1 Definitions

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

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

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

"**Board Appointments Committee**" means a committee established in accordance with sub-clause 6.6;

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

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

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

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

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

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

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

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

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

"**Member**" means a person whose name is entered for the time being on the Register of Members;

"**National Council**" means the body of National Council Members formed in accordance with sub-clause 6.5;

"**National Policy Congress**" means the body that provides public policy advice to the Board in accordance with rule 16.3.1;

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

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

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

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

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

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

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

"**Senior**" means any person aged 50 years or over;

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

"**State Policy Advisory Group**" means the subcommittee of the Board established in each State or Territory in accordance with sub-clause 16.3.2 to assist in public policy development;

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

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

3.2 Interpretation

In this Constitution:

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

4 OBJECTS

NSA is a not-for-profit organisation whose principal objects are:

- (a) to promote the interests and welfare of over 50s in Australia recognising the contribution of the over 50s;
- (b) to provide goods and services, conduct activities, and coordinate projects for the benefit of over 50s in Australia;
- (c) to promote positive ageing and to encourage community recognition of the role and contribution of over 50s;

- (d) to provide financial, practical and other support to Branches, charitable institutions and community services organisations whose principal objects are similarly directed to the assistance of over 50s and, principally, aged persons most in need and to assist Members of NSA to engage in those services;
- (e) to provide travel, insurance, employment, learning and volunteering opportunities as well as other services considered relevant by the Board from time to time for over 50s;
- (f) to develop and encourage Member participation in Branches whose principal objects are directed to the assistance of over 50s most in need;
- (g) to listen to, conduct research into and responsibly comment on and represent issues critical to over 50s in Australia to all levels of government, and to engage in public policy development which will benefit over 50s;
- (h) to provide relevant information about and for over 50s through publications or other media;
- (i) to generate funds that are to be applied for the broad community purpose of equitably advancing the social, health and economic outlook for over 50s;
- (j) to raise money for redirection towards the support of over 50s most in need;
- (k) to provide and encourage volunteer programs for over 50s who may then use their expertise, skills and life experience to assist others in Australia in need;
- (l) to educate and keep over 50s informed and promote life-long learning;
- (m) to do all acts and things as may be deemed reasonably necessary or incidental to carrying out the above objects.

5 POWERS

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

6 STRUCTURE

6.1 NSA Governance

6.1.1 Participation in NSA by Members

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

- (a) a Member may receive NSA services provided in accordance with the organisation's objects;
- (b) a Member may provide submissions on matters of public policy;
- (c) a Member may attend meetings of the National Policy Congress and National Council;
- (d) a Member has the right to submit an expression of interest to be considered for appointment to National Council or a State/Territory Policy Advisory Group;
- (e) a Member has the right to submit an expression of interest to be considered for appointment to the Board when there is a call for nominations by the Board Appointments Committee;
- (f) in nominating for any potential position, a Member shall abide by the selection criteria set within the code of conduct established by the Board from time to time
- (g) a Member may nominate themselves to the Policy Congress as and when nominations are called.
- (h) a Member has the right to attend, speak and ask questions subject to the direction of the Chairperson of the meeting at annual general and general meetings but does not have the right to vote at such meetings unless they are also a National Council Member;
- (i) a Member of a Branch may serve on their Branch's Committee;
- (j) a Member of a Branch may participate in the election of one (1) voting Branch Delegate for their Branch to represent them at Zone Committee meetings;
- (k) a Member may participate and vote at a Zone meeting or forum
- (l) a Member may vote at Zone Committee meetings provided that they have been elected as a delegate under Rule 6.3(a);

6.2 Branches

6.2. Recognised Branches

- (a) NSA may certify an association of persons as a Recognised Branch of NSA if the following requirements are satisfied:
 - (i) it is incorporated under the Associations Incorporation Act of a State or Territory in Australia or the Corporations Act; and
 - (ii) it has similar objects to NSA; and
 - (iii) it has provided the Board with a copy of its Certificate of Incorporation and its constituent documents.
 - (iv) it has committed itself to the objects, goals and the NSA code of conduct.

- (b) A Recognised Branch may elect or appoint a delegate to act on its behalf at Zone Committee meetings. Nothing in this Constitution shall constitute or be deemed to constitute either a joint venture or partnership between NSA and a Recognised Branch or the appointment of one part as the agent of the other.
- (c) The Board may repeal the certification of a Recognised Branch at any time should the Board consider that the Branch has not abided by the code of conduct established by the Board and has brought NSA into disrepute.
- (d) The repeal shall become effective immediately upon notification by the Board to the Branch Secretary or other officeholder. An entity which is not a Recognised Branch must not use 'National Seniors' in its name.
- (e) Any person who applies for membership in NSA may nominate whether or not he wishes to belong to a Recognised Branch.
- (f) A person may be a Member of more than one (1) Branch and serve on more than one (1) Branch Committee.

6.3 Branch representation at Zone Level

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

6.4 Zones and Zone Committees

6.4.1 Zones

- (a) The Board shall establish Zones and Zone boundaries which may be changed by the Board from time to time.
- (b) A Zone Committee will oversee and assist the organisation and general development of Branches within a Zone and in particular, provide a forum open for all Members for discussion of any matters relevant to all the membership of NSA.
- (c) The function, conduct and other matters relating to Zone Committees are determined by the Board from time to time.

- (d) A Zone Committee shall comprise such Members who are Branch Delegates and who have the approval of their Branch to attend at Zone Committee meetings.
- (e) Zone meetings and forums shall be open to all Members to observe and raise matters relevant to all membership of NSA.

6.5 National Council

- (a) The National Council is established to provide a forum for the discussion of matters relevant to trends and strategic issues relating to the over 50s and the National Seniors Australia organisation.
- (b) It will also provide reflections and advice to the Board relevant to the continued development of the organisation which will include:
 - (i) emerging trends, that impact on the over 50s population,
 - (ii) societal attitudes to the over 50s and the impact of these on the organisation,
 - (iii) the role of National Seniors Australia in the context of societal and other trends,
 - (iv) the nature and direction of the priorities of National Seniors Australia; and
 - (v) ensuring the structure of the organisation remains relevant to the needs of NSA membership and the over 50s generally.
- (c) The National Council will comprise the following persons (hereinafter referred to as "National Council Members"):
 - (i) all Directors; and
 - (ii) Five (5) Regional representatives drawn from five (5) regions of QLD, NSW/ACT, VIC/TAS, SA/NT and WA, appointed for a term of one (1), two (2) or three (3) years for the first appointment period only and, subject to clause 6.5(h), thereafter appointed for 3 years by the Board on the recommendation of the Board Appointments Committee following an Expression of Interest (EOI) process from each of those regions (Regional representatives); and
 - (iii) Five (5) members of NSA appointed for a term of one (1), two (2) or three (3) years for the first appointment period only and, subject to clause 6.5(h), thereafter appointed for 3 years by the Board on the recommendation of the Board Appointments Committee following an EOI process of all members ('General Membership representatives');
 - (iv) Unless otherwise appointed, the Chair of the National Policy Congress shall be a Member of the National Council.
- (d) Only National Council Members may vote at a general meeting of NSA. Each National Council Member has one (1) vote at all annual general meetings or other general meetings of NSA.

- (e) The proceedings for the conduct of all meetings convened by the National Council are set out under Clauses 12 and 13.
- (f) All National Council Members are appointed to represent the entire membership of NSA as a whole and not any particular group or geographical area.
- (h) National Council Members must retire from office after their first appointment period, subject to re-appointment by the Board.
- (i) A person is not eligible to be appointed to National Council if the person will have served as a National Council Member for more than two (2) terms or six (6) years from the date of their first appointment, whichever is the greater.
- (j) A vacancy occurs on the National Council if any National Council Member:
 - (i) dies;
 - (ii) retires or resigns their position by notice in writing to the Secretary;
 - (ii) ceases to be a Member of NSA;
 - (iv) becomes a bankrupt or has any criminal conviction for a crime involving dishonesty, or any criminal conviction which is punishable by imprisonment recorded against them;
 - (v) is absent from two (2) consecutive meetings of the National Council without leave of the Board;
 - (vi) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the laws relating to mental health.

6.6 Board Appointments Committee (BAC)

6.6.1 Function

The functions of the Board Appointments Committee are:

- (a) to receive and consider nominations from Members and other interested people who are eligible to be Members for their appointment as Directors, to assess the nominations and provide recommendations of Members for appointment by the Board by reference to the Board's policies and requirements;
- (b) once the Board has identified needs for future Directors, to assess candidates from an Expression of Interest (EOI) process who have the necessary skill-sets or qualifications appropriate to join the Board and to provide recommendations of such Members for appointment by the Board until the next annual general meeting;
- (c) to recommend to the Board five (5) National Council Members from an Expression of Interest (EOI) process of the Regional representatives specified in Clause 6.5(c)(ii) to be appointed as National Council Members and to be known as "Regional representatives";

- (d) to recommend to the Board five (5) National Council Members from an EOI process of all Members as specified in 6.5(c)(iii) to be known as “General Membership representatives”;
- (e) to recommend the sitting fees and allowances for Directors and the Chairperson; and
- (f) to undertake an EOI process to identify potential non-Board candidates as BAC Members and make such recommendations to the Board.

6.6.2 Composition

- (a) The Board Appointments Committee (BAC) shall comprise:
 - (i) any two (2) Board Members; and
 - (ii) three (3) Members (who may be National Council Members) appointed by the Board for a term of 3 years from an EOI process of all Members (to be known as ‘NSA Members’).
- (b) This committee may appoint a sub-committee of two (2) or more, at least one of whom must be a Member of the Board to undertake the reviews and recommend suitable candidates as Directors, as Regional representatives and as General Membership representatives to the Board Appointments Committee for their subsequent review.
- (c) In providing its recommendations the Board Appointments Committee shall have regard to merit in all appointments and will also, in an overall consideration, acknowledge important diversity issues such as gender, geography, ethnicity, age and such other matters that the Board of Directors or National Council may, from time to time, recommend BAC to consider.
- (d) The BAC Members at the time of adoption of this Constitution shall continue in that office under this Constitution for six (6) months or for such longer period as determined by the Board.

6.6.3 Quorum

A quorum for a meeting of the Board Appointments Committee is present when there is a majority of BAC Members present and at least one (1) Director and one (1) NSA Member is present.

6.6.4 Nomination Procedures for Directors

- (a) The Board must widely publish an invitation in a manner likely to come to the attention of all Members and other appropriate people who are eligible to be Members inviting them to nominate as candidates for election to the Board.
- (b) All nominations must be in writing and signed by the candidate. The nominations must be delivered to the Board Appointments Committee prior to the date and time prescribed for the close of nominations.

- (c) The Board Appointments Committee is obliged to consider all nominations received. The Board Appointments Committee is required to verify that each nomination is valid and that each candidate nominated is eligible and consents to their nomination.
- (d) The CEO must ensure that the Board Appointments Committee is provided with all necessary resources to discharge its obligations, in particular under this sub-clause.
- (e) The Board Appointments Committee may, by a simple majority, provide recommendations of Members to the Board for Board appointment of Directors.

7 MEMBERSHIP

7.1 Members on adoption of Constitution

The Members of NSA at the time of the adoption of this Constitution shall continue to be Members of NSA following the adoption of this Constitution.

7.2 Application for membership

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

7.3 Determination of membership application

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

7.4 Notification of determination

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

7.5 Unlimited Members

The number of Members of NSA is unlimited.

7.6 Registers to be kept

NSA must keep a Register of all the names and residential addresses of all persons admitted to membership, the dates of their admission and cessation as a Member, and further particulars as NSA may reasonably and lawfully require from time to time.

7.7 Assignability of membership

Membership in NSA may be assigned or transferred upon the death of a Member or under circumstances as determined by the CEO.

8 CATEGORIES OF MEMBERS

8.1 Categories of Membership generally

A person who, or organisation that, meets the requirement of Rule 7.2 may be admitted to one of the following membership categories:

- (a) Ordinary Members who may or may not be Branch Members;
- (b) Honorary Life Membership (awarded);
- (c) Corporate Members, being any company with similar interests to NSA;
- (d) Associate Members, being any club or association with similar interests to NSA;
- (e) Support Members, being any other person, company or association with similar interests to NSA; and
- (f) Such other categories as NSA may determine from time to time.

8.2 Admission of Honorary Life Members

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

8.3 Limited Rights of Certain Members

Unless they are a Member in their own right, Corporate Members, Associate Members and Support Members:

- (a) shall not be entitled to a vote at meetings or to vote for Directors;
- (b) shall not be eligible to be appointed as Directors;
- (c) shall not be entitled to nominate any person for election as a Director; but
- (d) shall be entitled to attend general meetings; and
- (e) shall be entitled to be heard on any question before a general meeting subject to the direction of the Chairperson.

9 OBLIGATIONS OF MEMBERS

9.1 Duties of Members

Every Member agrees:

- (a) to support and promote the objects of NSA;
- (b) to respect the Constitution of NSA; and
- (c) not to conduct themselves in a manner contrary to the best interests and objects of NSA.

10 CESSATION OF MEMBERSHIP

10.1 When membership ceases

A Member shall cease to be a Member of NSA:

- (a) if the Member resigns from membership by giving notice in writing to NSA and such resignation shall be effective from the date of receipt of the notice; or

- (b) if, in the case where a Member is required to pay subscription fees, such fees are in arrears for a period of three (3) months or more; or
- (c) if the Member is expelled from membership in accordance with Clause 10.2; or
- (d) if the Member dies.

10.2 Suspension or Expulsion of Members

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

10.3 Liability for subscription fees

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

11 SUBSCRIPTION FEES

11.1 Obligation to pay fees

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

12 GENERAL MEETINGS

12.1 Annual general meeting

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

12.2 Directors may convene a general meeting

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

12.3 Board convening a general meeting at the request of National Council Members

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

12.4 Notice of general meeting

- (a) A general meeting may be convened by giving notice to all Members in accordance with one of the service methods listed under sub-clause 25.1.
- (b) A notice of a general meeting must:
 - (i) be given at least twenty-one (21) days before the date of the meeting

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

13 CONDUCT OF BUSINESS AT GENERAL MEETINGS

13.1 Business of annual general meeting

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

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

13.2 Quorum

A quorum for an annual general meeting, a general meeting or a meeting of the National Council is present when the number of National Council Members present and entitled to vote includes at least 50% of Directors present in person, and at

least 50% of Regional representatives appointed under Rule 6.5(c)(ii) and at least 50% of General Membership representatives appointed under Rule 6.5(c)(iii) present in person or by proxy. A proxy appointment by a Regional representative or a General Membership representative shall only count towards determining whether a quorum is present if the Chairperson of the National Council or another National Council member is appointed as their proxy.

13.3 No business without quorum

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

13.4 Procedure where no quorum

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

13.5 Chairperson of National Council meetings

- (a) The Chairperson of the Board of Directors NSA will be the Chairperson at every meeting convened by the National Council.
- (b) If the Chairperson is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act, the Deputy Chairperson of NSA shall chair the meeting.

13.6 Casting vote

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

13.7 Adjournment of meeting

- (a) The Chairperson may with the consent of any meeting (decided by simple majority) at which a quorum is present adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (b) If a meeting is to be adjourned for thirty (30) days or more, notice of the adjourned meeting must be given as if it were an original meeting.

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

13.8 Show of hands or poll

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

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

13.9 Declaration on show of hands

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

13.10 Poll requested

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

13.11 Withdrawal of poll

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

13.12 Voting

- (a) All National Council Members present in person or holding a proxy may vote.
- (b) On a show of hands each National Council Member has one (1) vote in addition to proxy votes held, and on a poll, each National Council Member present has one (1) vote in addition to proxy votes held.

13.13 Meeting by electronic communication

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

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

13.14 Voting where interested

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

13.15 Motion to rescind act of Board

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

13.16 Representatives of Corporations and Associations

- (a) Any Member which is a corporation or an association may appoint a person as their Organisational representative.
- (b) The Chairperson of a general meeting may permit a person claiming to be an Organisational representative to attend if they have produced a document evidencing their appointment.

14 DIRECTORS

14.1 Appointment to the Board

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

14.2 Number of Directors

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

14.3 Directors on adoption of Constitution

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

14.4 Office of Directors

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

14.5 Rotation of Directors

- (a) At the next annual general meeting after adoption of this Constitution and at every annual general meeting thereafter, the Directors who have served three (3) continuous years in office since last being elected must retire from office.
- (b) Directors who are retiring under clause 14.5(a), may offer themselves for re-election.
- (c) A person is not eligible to be elected as a Director if at the time of commencement of the next annual general meeting the person will have served as a Director of the company for more than three (3) terms or nine (9) years from the date of their first appointment by an annual general meeting, whichever is the greater.
- (d) Notwithstanding Clauses 14.1(b), 14.4 and 14.5(d), a retiring director who would otherwise not be eligible under Clause 14.5(d) to be appointed as a director for a further term may be appointed for one further one year term only provided that:
 - (i) The director is, before the expiry of their term, nominated by the Board for appointment, at its discretion, without the need for BAC consultation,
 - (ii) The director is appointed as a director at the next annual general meeting for one further one year term only,
 - (iii) such appointment would not result in the maximum number of Directors prescribed in clause 14.2(a) being exceeded.

If appointed, such director will stay in office until:

- (i) The office automatically becomes vacant; or
- (ii) The director resigns; or
- (iii) The director is removed by the members.

Directors appointed under clause 14.5(e) must retire as a director at the conclusion of the next annual general meeting following the appointment of that director.

15 VACANCIES ON BOARD

15.1 Vacancy on Board

A vacancy occurs on the Board if any Director:

- (a) dies;
- (b) retires or resigns their position by notice in writing to the Secretary;
- (c) ceases to be a Member of NSA;
- (d) becomes a bankrupt or has any criminal conviction for a crime involving

dishonesty, or any criminal conviction which is punishable by imprisonment recorded against them;

- (e) is absent from three (3) consecutive meetings of the Board without leave of the Board;
- (f) is prohibited from being a Director of NSA by reason of any order made under the Law; or
- (g) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the laws relating to mental health.

15.2 Filling of vacancy

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

16 POWERS AND DUTIES OF THE BOARD

16.1 Powers and duties of the Board

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

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

16.2 Specific powers of Board

Without derogating from the generality of sub-clause 16.1, the Board has the following specific powers:

- (a) to be the final determinant of all NSA public policy issues, provided the Board takes into account the advice of the National Policy Congress;
- (b) to purchase, lease, sell, exchange or otherwise acquire or dispose of shares and other securities, real or personal property or any interest therein for such consideration and on such terms and conditions as it deems advisable;
- (c) to create, acquire or dispose of other entities;
- (d) to authorise any person or persons to sign all cheques, promissory notes,

- drafts, bills of exchange and other negotiable instruments and to sign all receipts for money paid to NSA as the case may be;
- (e) to enter into alliances, sponsorships, affiliation agreements, associations and preferred supplier status with corporations, businesses and other persons who, or which (as the case may be) may be able to assist NSA in carrying out its objects;
 - (f) to authorise the borrowing of funds to be applied for the purposes of NSA;
 - (g) to invest funds in accordance with an agreed Investment Policy as determined by the Board from time to time, in order to preserve and/or build capital so as to improve the sustainability of NSA;
 - (h) to decide the manner (including the use of facsimile signatures if thought appropriate) in which negotiable instruments can be executed, accepted or endorsed for and on behalf of the Company.

16.3 Sub-committees

The Board may create, supervise and dissolve such sub-committees and appoint and remove persons thereto as it thinks fit from time to time subject to the requirements set out in this Constitution.

16.3.1 National Policy Congress

- (a) The Board or its delegate shall establish a National Policy Congress.
- (b) The Chairperson of the National Policy Congress shall be appointed by the Board and will be a Member of National Council.
- (c) The National Policy Congress comprises the following Members:
 - (i) State or Territory Policy Advisory Group Chairpersons;
 - (ii) All Board Members;
 - (iii) Up to five (5) Members from National Council drawn from the 10 Members appointed per clauses 6.5(c)(ii) and 6.5(c)(iii);
 - (iv) Up to five (5) Members appointed through an EOI process of all Members undertaken by the Board or its delegate.
- (d) A Member of the National Policy Congress shall be appointed for a term of one (1), two (2) or three (3) years for the first appointment period only and, subject to clause 16.3.1(h), thereafter appointed for three (3) years, with an eligibility to be re-appointed at any time, prior to that date of termination by the Board or its delegate.
- (e) The Board must ensure that the National Policy Congress is adequately resourced.
- (g) National Policy Congress Members who have served three (3) continuous years in office since last being appointed must retire from office, subject to re-appointment by the Board.

- (h) A person is not eligible to be appointed to National Policy Congress if the person will have served as a National Policy Congress Member for more than two (2) terms or six (6) years from the date of their first appointment, whichever is the greater.
- (i) A vacancy occurs on the National Policy Congress if any National Policy Congress Member:
 - (i) dies;
 - (ii) retires or resigns their position by notice in writing to the Secretary;
 - (ii) ceases to be a Member of NSA;
 - (iv) becomes a bankrupt or has any criminal conviction for a crime involving dishonesty, or any criminal conviction which is punishable by imprisonment recorded against them;
 - (v) is absent from two (2) consecutive meetings of the National Policy Congress without leave of the Board;
 - (vi) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the laws relating to mental health.

16.3.2 State Policy Advisory Groups

- (a) The Board or its delegate shall also establish State Policy Advisory Groups and any other policy advisory groups it sees fit in accordance with the procedure set out below or such other procedure as the Board or its delegate may determine from time to time. Those State Policy Advisory Groups will report to and advise NSA management through their respective Chairpersons who will be members of the National Policy Congress.
- (b) Until the Board otherwise resolves there will be one (1) Policy Advisory Group established for each of the States or Territories:
 - (i) Queensland;
 - (ii) New South Wales;
 - (iii) Victoria;
 - (iv) South Australia;
 - (v) Tasmania;
 - (vi) Western Australia;
 - (vii) Australian Capital Territory; and
 - (viii) Northern Territory.
- (c) The composition of the State Policy Advisory Groups will be as follows:
 - (i) NSA shall call for expressions of interest from Members and other suitably qualified people for appointment to State Policy Advisory Groups.
 - (ii) NSA shall appoint from those persons who have expressed an interest and any other candidates that the Board considers may be suitable, persons as Policy Advisory Chairpersons for each State or

Territory who have a demonstrated knowledge of policy and involvement with issues affecting over 50s.

- (iii) NSA shall appoint the other Members of the State Policy Advisory Groups from those persons considered in 16.3.2(c)(ii).
- (d) A Member of the State Policy Advisory Groups shall be appointed for a term of one (1), two (2) or three (3) years for the first appointment period only and thereafter appointed for three (3) years, with an eligibility to be re-appointed at any time, prior to that date of termination by the Board or its delegate.
- (e) The Board must ensure that the State Policy Advisory Groups are adequately resourced.
- (f) All Board Members are considered to be ex-officio Members of the State Policy Advisory Groups.

16.4 Minutes to be kept

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

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

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

17 PROCEEDINGS OF THE BOARD

17.1 Regulation of meeting

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

17.2 Notice of meeting

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

17.3 Decisions by majority

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

17.4 Quorum

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

17.5 Board to continue to act

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

17.6 Validity of acts of Board

- (a) An act done by a Director is effective even if their appointment or the continuance of their appointment is invalid, because the Director did not comply with NSA's Constitution or any provision of the Law.
- (b) Sub-clause 17.6(a) does not deal with the question of whether an effective act done by a Director:
 - (i) binds NSA in its dealings with other people; or
 - (ii) makes NSA liable to another person.

- (c) The kinds of acts contemplated by sub-clause 17.6(a) are those that are only legally effective if the person doing them is a Director. These acts include: calling a meeting of the company's Members, signing a document to be lodged with ASIC, or certifying minutes of a meeting.

17.7 Delegation of powers

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

17.8 Resolution of the Board in writing

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

17.9 Meeting by electronic communication

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

18 CHAIRPERSON OF BOARD MEETINGS

18.1 Election of Chairperson for the Board

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

18.2 Election of Deputy Chairperson for the Board

- (a) The Board shall elect by a simple majority one (1) from their number at the first meeting after each annual general meeting to the position of Deputy Chairperson.
- (b) The Deputy Chairperson shall preside as the Chairperson at each meeting of the Board if the Chairperson is unwilling to act or unable to attend any Board meetings.
- (c) The Deputy Chairperson will perform such other duties as from time to time may be assigned to them by the Chairperson or the Board, specifically including but not limited to discharging the functions of the Chairperson in the absence of the Chairperson and when so doing, having all the powers of the Chairperson.

18.3 Chairperson's membership of sub-committees

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

19 CHIEF EXECUTIVE OFFICER

- (a) The CEO shall be responsible for carrying out the policies of the Board and the day-to-day leadership and management of NSA.
- (b) The CEO shall attend all meetings of the Board unless otherwise directed by the Board but may not vote.

20 SECRETARY

- (a) The Board shall appoint and remove a Secretary on the recommendation of the CEO.
- (b) The Secretary does not have the right to vote.
- (c) The duties of the Secretary will include:
 - (i) keeping the minutes of all Board meetings;
 - (ii) ensuring that all notices are given in accordance with the Constitution or as required by the Law;
 - (iii) acting as custodian of the corporate records; and
 - (iv) performing all duties incidental to the office of Secretary.

21 TRANSACTIONS WITH DIRECTORS

21.1 Remuneration and Allowances of Directors

- (a) The Directors and Chairperson of NSA shall be remunerated at not more than the amount recommended annually by the Board Appointments Committee to the Board.
- (b) The Directors and Chairperson shall also be reimbursed for all expenses reasonably incurred in the discharge of their duties including travelling and accommodation expenses.

21.2 Disclosure of interests

- (a) A Director who is in any way directly or indirectly interested in a contract or proposed contract with the Company or who holds any office or possesses any property whereby duties or interests might be created in conflict with their duties or interests as a Director shall declare the fact and the extent of the conflict (if any) at a meeting of the Board in accordance with Section 191 of the Law.
- (b) A general notice that a Director is a Member or officer of a specified Company or firm shall be a sufficient declaration under this sub-clause and after such general notice it shall not be necessary to give any special notice relating to any particular transaction with such Company or firm.
- (c) A Director with a material personal interest in relation to the Company's affairs that is being considered at a Directors' meeting must not:
 - (i) be present when the matter is being considered at the meeting; or
 - (ii) vote on the matter unless the Directors pass a resolution:
 - A. identifying the Director, the nature and extent of the Director's interest in the matter and its relation to the affairs of the Company; and
 - B. stating that the Directors are satisfied that the interest should not disqualify the Director from being present or voting.
- (d) If the Director does not purport to vote, the Director's vote will not be counted.
- (e) The requirement in this clause 21.2 is in addition to any requirements of the Law in relation to voting by an interested Director of a public company.

22 SIGNING BY NSA

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

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

23 ACCOUNTS

23.1 Proper records to be kept

- (a) The Board must ensure that proper accounting and other records are kept and unless the Board otherwise resolves, the responsibility for the preparation, preservation, access to and destruction of such records shall be with the CEO.

- (b) At the end of each financial year prior to the annual general meeting, the following financial statements must be made available to the Members by any of the methods referred to in sub-clause 25.1:
- (i) the financial report for the year;
 - (ii) the Directors' report for the year; and
 - (iii) the Auditors report on the financial report.

24 AUDIT

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

25 NOTICES AND REPORTS

25.1 Service of notices

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

- (a) by delivering it personally; or
- (b) by posting it to the person's registered address; or
- (c) by faxing it to the person's registered facsimile number; or
- (d) by emailing to the person's email address; or
- (e) by publication in NSA's website; or
- (f) by publication in the NSA magazine; or
- (g) by any other means authorised by the Law.\

25.2 Notice by post

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

25.3 Notice by facsimile or SMS

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

25.4 Notice by email

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

26 INDEMNITY

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

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

27 INSURANCE

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

28 ALTERATION OF CONSTITUTION

28.1 Method of altering Constitution

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

29 APPLICATION OF INCOME AND PROPERTY

29.1 No distribution to Members

The income and property of NSA shall be applied solely towards the promotion of the objects of NSA and no portion shall be paid or transferred directly or indirectly by way of bonus, dividends or otherwise howsoever by way of profit to the Members of NSA or as fees to the Directors of NSA provided that nothing prevents the Directors approving payment in good faith:

- (a) of reimbursement of out-of-pocket expenses to any of the Directors, Secretary or employees of NSA or to any Member of NSA for expenses incurred in the conduct of services rendered to NSA;
- (b) of remuneration to any Member of NSA in return for any services actually rendered to NSA or for goods supplied in the ordinary and usual way of business including for serving as a Board Member; or
- (c) of a financial benefit to or on behalf of a Director to which Clause 21.2 refers.

It is an express condition of this Constitution that the distribution of income and/or property to Members is prohibited except in accordance with this clause.

30 AMALGAMATION

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

31 WINDING UP OR DISSOLUTION

31.1 Members liability limited

The liability of the Members is limited.

31.2 Members contribution on winding up

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

31.3 Winding up or Dissolution

If after winding up or dissolution of NSA any property remains, after payment of all its debts and liabilities, that property must be given or transferred:

- (a) to one or more institutions selected by the Board of NSA at or before the dissolution of NSA having objects similar to NSA and prohibiting the distribution of its or their income and property among its members; and
- (b) to a company, fund, authority, or institution having the same or similar tax status as NSA or as shall otherwise be approved by the Australian Commissioner of Taxation,

as the Board of NSA may resolve.