

Constitution of Dementia Australia Limited

ACN 607 890 317

Adopted at the Annual General Meeting of Members
24 November 2018

Contents

1	Definitions	4
2	This Constitution, the Corporations Act and the ACNC Act	5
3	Name of the Company	6
4	Type of company	6
5	Objects of the Company	6
6	Not-for-profit nature of the Company	7
7	Powers of the Company	7
8	Membership	7
9	Application for membership	8
10	Cessation of membership	8
11	Membership entitlements not transferable	9
12	Register of Members	9
13	Membership fees	9
14	Limited liability of Members	9
15	Resolution of internal disputes	10
16	Disciplining of Members	11
17	Powers of the Board	11
18	Appointment of Directors	12
19	Terms of office	12
20	Appointment of Secretary	13
21	Casual vacancies of the Board	13
22	Duties of Directors	14
23	Conflicts of interest	14
24	Meetings of the Board and quorum	15
25	Chairperson of Board Meetings	15
26	Conduct of Board Meetings	15
27	Delegation by the Board	16
28	Independent corporate governance audit	16
29	Board decisions and voting	17
30	Holding AGMs	17
31	Calling of and business at AGMs	17
32	Calling of General Meetings	17
33	Notice	18
34	Procedure at General Meetings	19
35	Auditor's right to attend	19

36	Conduct of General Meeting	20
37	Chairperson of General Meetings	20
38	Adjournment of General Meeting	20
39	Members resolutions and statements	21
40	Company must give notice on proposed resolution	21
41	Voting at a General Meeting	22
42	When and how a vote in writing must be held	22
43	Decisions at a General Meeting	23
44	Circular resolutions of Members	23
45	Appointment of proxies	23
46	Voting by proxy	24
47	Auditor	24
48	Chief Executive Officer	25
49	Indemnity	25
50	Insurance	25
51	Funds - Source	26
52	Funds – Management	26
53	Alteration of the Constitution	27
54	Common seal	27
55	Minutes and records	27
56	Financial and related records	28
57	Custody of books	28
58	Inspection of books	28
59	Notice to Members	28
60	Notice to the Company	29
61	By laws	29
62	Winding up	29
63	Distribution of Surplus Assets	30
64	Interpretation	30

Agreed terms

1 Definitions

In this Constitution:

ACNC Act	means the <i>Australian Charities and Not-for-profits Commission Act 2012 (Cth)</i> .
AGM	means the annual general meeting of the Members carried out in accordance with the terms of this Constitution.
ASIC	means the Australian Securities and Investments Commission.
Auditor	means the auditor of the Company from time to time appointed at the AGM in accordance with Rule 31 .
Board	means the Board of Directors responsible for the management of the Company, as constituted in Rule 18 .
Board Meeting	means a meeting of the Board.
Board Member	means a Member who is also a Director.
Chairperson	means the person appointed under Rule 25(a) to be the chairperson of the Company.
Charitable Fund	means the charitable fund established under Rule 52(b)(i) .
Chief Executive Officer	means the person appointed to undertake the role specified in Rule 48 .
Committee	means any body or group of people delegated in writing by the Board to perform a specified role, function or activity.
Company	means Dementia Australia Limited.
Constitution	means this constitution as amended from time to time.
Corporations Act	means the <i>Corporations Act 2001 (Cth)</i> .
Defaulting Member	has the meaning set out in Rule 16 .
Director	means a member of the Board from time to time.
General Meeting	means a general meeting of the Members.
General Member	means any Member who is not a Board Member.
Member	means a person that has been granted membership to the Company, as either a General Member or a Board Member.
Objects	means the objects of the Company set out in Rule 5 .
Ordinary Resolution	means a resolution:

	<p>(a) passed at a meeting by:</p> <p>(i) in the case of Directors, a majority of the Directors eligible to vote and present in person voting in favour of the resolution; or</p> <p>(ii) in the case of Members, a majority of the Members eligible to vote and present in person or by proxy voting in favour of the resolution; or</p> <p>(b) identified in a document where:</p> <p>(i) in the case of Directors, a majority of the Directors voting sign a statement, or separate statements, that they are in favour of the resolution set out in the document; or</p> <p>(ii) in the case of Members, a majority of the Members voting sign a statement, or separate statements that they are in favour of the resolution set out in the document.</p>
Register of Members	has the meaning set out in Rule 12 .
Rule	means a rule under this Constitution.
Secretary	means the person holding office under this Constitution as secretary of the Company.
Special Resolution	<p>means a resolution:</p> <p>(a) passed at a meeting by 75% of the Members eligible to vote and present in person or by proxy voting in favour of the resolution; or</p> <p>(b) identified in a document where 75% of the Members voting sign a statement, or separate statements, that they are in favour of the resolution set out in the document.</p>
Surplus Assets	means any assets of the Company that remain after paying all debts and other liabilities of the Company, including the costs of winding up.

2 This Constitution, the Corporations Act and the ACNC Act

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

- (a) While the Company is a registered charity under the ACNC Act, the ACNC Act and the Corporations Act override any Rules in this Constitution which are inconsistent with either the ACNC Act or the Corporations Act.
- (b) If the Company is not a registered charity under the ACNC Act (even if it remains a charity), the Corporations Act overrides any Rule in this Constitution which is inconsistent with the Corporations Act.
- (c) A word or expression that is defined in the Corporations Act, or used in the Corporations Act and covering the same subject, has the same meaning as in this Constitution unless otherwise indicated.

- (d) Everything done under this Constitution of the Company continues to have the same operation and effect after the adoption of any successor Constitution as if properly done under that Constitution.
- (e) A reference to a person includes any type of entity or body of persons, whether or not it is incorporated or has a separate legal identity.

3 Name of the Company

The Name of the Company is **Dementia Australia Limited**.

4 Type of company

The Company is a not-for profit public company limited by guarantee which is established to be, and to continue, as a charity.

5 Objects of the Company

- (a) The Objects of the Company are to:
 - (i) be a strong and credible voice for all Australians whose lives are touched by dementia and provide a means by which they can influence dementia related policy;
 - (ii) drive quality in service provision and care for people living with dementia;
 - (iii) facilitate and provide support for persons with dementia and related disorders and for their families and friends;
 - (iv) educate and inform the public and the medical and helping professions about dementia, related disorders and other relevant aspects;
 - (v) stimulate research and improve the management treatment and prevention of dementia and related disorders;
 - (vi) advise the Federal and State or Territory Governments on policy development and programs in relation to dementia and related disorders; and
 - (vii) do all other things as may seem incidental or conducive to the achievement of the above objectives.
- (b) To achieve these Objects the Company may, without limitation:
 - (i) establish and maintain alliances and partnerships with relevant organisations in pursuit of the Company's Objects;
 - (ii) provide quality services and supports for persons living with dementia, their families and carers;
 - (iii) educate and raise awareness of dementia in the community;
 - (iv) provide ongoing information to policy makers about current developments in the area of research, models of care, and other relevant aspects of dementia;
 - (v) participate in research to improve the understanding, management and prevention of dementia;
 - (vi) seek and receive donations and legacies (whether subject to any special trusts or not) to apply to the Objects;
 - (vii) promote the Objects in any manner the Directors consider appropriate;

- (viii) harness the resources of governments, business and community in support of the Company's Objects;
- (ix) raise funds to achieve the Objects of the Company;
- (x) establish and maintain affiliations and information;
- (xi) exchange information and ideas and collaborate with other organisations having similar Objects;
- (xii) act as trustee of any trust for the purpose of achieving the Objects;
- (xiii) prioritise diversity and equity in access to services, which includes geographic coverage, urban, regional, remote locations, gender and ethnicity in all aspects of the Company including service delivery, leadership and advocacy, and employment; and
- (xiv) do all other things incidental or conducive to the attainment of the Objects.

6 Not-for-profit nature of the Company

- (a) The Company must not distribute any income or assets directly or indirectly to its Members, except as provided in this Constitution.
- (b) Rule 6(a) does not prevent the Company from doing the following things, provided they are done in good faith:
 - (i) paying a Member for goods or services the Member has provided or expenses the Member has properly incurred at fair and reasonable rates or rates favourable to the Company; or
 - (ii) making a payment to a Member in carrying out the Company's charitable purposes.

7 Powers of the Company

Subject to Rule 6, the Company has the following powers, which may only be used to carry out the purposes and Objects set out in **Rule 5**:

- (a) the powers of an individual; and
- (b) all the powers of a company limited by guarantee under the Corporations Act.

8 Membership

- (a) The membership of the Company will be comprised of:
 - (i) Board Members; and
 - (ii) General Members.
- (b) All Members agree to be bound by this Constitution.
- (c) The Board Members of the Company are the persons who comprise the Board from time to time.
- (d) A General Member is any person whose name is entered in the Register of Members and who is not also a Board Member.

9 Application for membership

- (a) Any person or entity who supports the purposes of the Company is eligible to apply to be a Member of the Company under this **Rule 9**.
- (b) The application for membership:
 - (i) must be made in writing in the form set out in Appendix 1 to this Constitution or such other form as may be determined by the Board from time to time;
 - (ii) must be lodged with the Secretary;
 - (iii) must state that the applicant supports the purposes of the Company; and
 - (iv) must state that the applicant agrees to comply with this Constitution, including paying the guarantee under **Rule 14** if required.
- (c) As soon as practicable after receiving an application for membership, the Secretary must refer the application to the Board which must, subject to the provisions of this Constitution, determine whether to approve or to reject the application.
- (d) As soon as practicable after the Board makes a determination on an application for membership of the Company, the Secretary must:
 - (i) ensure that the applicant is notified, in writing, that the Board has approved or rejected the application (whichever is applicable); and
 - (ii) if the Board has approved the application, request the applicant to pay the fees (if any) which are payable under **Rule 13**.
- (e) The Secretary must, on payment by the applicant of the amounts referred to in **Rule 9(d)(ii)**, enter the applicant's name in the Register of Members and, on the name being so entered, the applicant becomes a Member.
- (f) The Board is not required to give reasons for non-approval of membership.

10 Cessation of membership

- (a) A Member ceases to be a Member if the Member:
 - (i) dies;
 - (ii) resigns, in writing, to the Secretary;
 - (iii) is wound up or otherwise dissolved or deregistered (in relation to an entity);
 - (iv) is declared bankrupt (in relation to an individual);
 - (v) is expelled from the Company under **Rule 16**; or
 - (vi) has not responded within three months to a written request from the Secretary that the Member confirms in writing that the Member wants to remain a Member.
- (b) A Board Member ceases to be a Board Member where that person ceases to be a Director, in which case the person may apply to become a General Member.
- (c) If a Member ceases to be a Member under this Rule and in any other case where a Member ceases to hold membership under this Constitution, the Secretary must ensure that an appropriate entry is made in the Register of Members recording the date on which the Member ceased to be a Member.

11 Membership entitlements not transferable

A right, privilege or obligation that a Member has by reason of being a Member of the Company:

- (a) is not capable of being transferred or transmitted to another person or entity; and
- (b) terminates on cessation of membership.

12 Register of Members

The Company must establish and maintain a Register of Members. The Register of Members must be kept by the Secretary and must contain:

- (a) for each current Member:
 - (i) name;
 - (ii) address;
 - (iii) any alternative address nominated by the Member for the service of notices; and
 - (iv) the date on which the Member was entered onto the Register of Members.
- (b) for each person who stopped being a Member in the last 7 years:
 - (i) name;
 - (ii) address;
 - (iii) any alternative address nominated by the Member for the service of notices; and
 - (iv) the dates on which the membership started and ended.
- (c) The Register of Members must be kept at the principal place of administration of the Company and must be open for inspection, free of charge during normal working hours, by any person authorised by a Member.
- (d) Information that is accessed from the Register of Members must only be used in a manner relevant to the interests or rights of Members.

13 Membership fees

- (a) The entrance fee for membership and annual fee membership payable by each class of Members will be determined by the Board from time to time.
- (b) Except for any fee payable by a new Member in accordance with **Rule 9(d)(ii)**, all annual membership fees are due and payable in advance on 1 July each year or as otherwise determined by the Board from time to time.
- (c) The Board may from time to time set a special fee payable by all Members or certain Members on a date determined by the Board.

14 Limited liability of Members

The liability of a Member to contribute towards the payment of the debts and liabilities of the Company or the costs, charges and expenses of the winding up of the Company is limited to the amount of \$10.00 if the Company is wound up while the Member is a Member, or within 12 months after the Member stops being a Member, and this contribution is required to pay for the:

- (a) debts and liabilities of the Company incurred before the Member stopped being a Member; or
- (b) costs of winding up.

15 Resolution of internal disputes

- (a) The Board must cause to be developed policies and procedures for resolving disputes:
 - (i) between Members in their capacity as Members; and
 - (ii) between Members and the Company.
- (b) A Member must not commence a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure under **Rule 16** until the disciplinary procedure has been completed.
- (c) A Member must not start any legal or other proceedings (except if the Member is seeking urgent interlocutory relief) in respect of a dispute unless the dispute has been referred to a mediator under **Rule 15(e)** and the dispute has not been resolved within 28 days of referral to a mediator.
- (d) Members who are involved in the dispute must negotiate in good faith to resolve the dispute within 14 days of becoming aware of the existence of a dispute.
- (e) If the Members involved in the dispute are unable to resolve the dispute under **Rule 15(d)**, those Members must within 10 days:
 - (i) notify the Directors about the dispute in writing;
 - (ii) agree or request that a mediator be appointed; and
 - (iii) attempt in good faith to settle the dispute by mediation.
- (f) The mediator must:
 - (i) be chosen by agreement of those involved; or
 - (ii) where those involved do not agree:
 - (A) for disputes between Members, a person chosen by the Directors; or
 - (B) for other disputes, a person chosen by either the Commissioner of the Australian Charities and Not-for-profits Commission or the president of the law institute or society in the State or Territory in which the Company has its registered office.
- (g) A mediator chosen by the Directors under **Rule 15(f)(ii)(A)**:
 - (i) may be a Member or former Member of the Company;
 - (ii) must not have a personal interest in the dispute; and
 - (iii) must not be biased towards or against anyone involved in the dispute.
- (h) When conducting the mediation, the mediator must:
 - (i) allow those involved a reasonable chance to be heard;
 - (ii) allow those involved a reasonable chance to review any written statements;
 - (iii) ensure that those involved are given natural justice; and
 - (iv) not make a decision on the dispute.
- (i) Each Member must pay:

- (i) its own expenses incurred in connection with the dispute resolution processes under this **Rule 15**; and
- (ii) an equal proportion of the mediator's costs.

16 Disciplining of Members

- (a) In accordance with this Rule, the Board may resolve to warn, suspend or expel a Member (considered to be a Defaulting Member) if the Directors consider that:
 - (i) the Member has breached this Constitution, or
 - (ii) the Member's behaviour is causing, has caused, or is likely to cause harm to the Company.
- (b) At least 14 days before the Board Meeting at which a resolution under **Rule 16(a)** will be considered, the Secretary must notify the Defaulting Member in writing:
 - (i) that the Board is considering a resolution to warn, suspend or expel the Defaulting Member;
 - (ii) that this resolution will be considered at a Board Meeting and the date of that meeting;
 - (iii) what the Defaulting Member is alleged to have done or not done;
 - (iv) the nature of the resolution that has been proposed, and
 - (v) that the Defaulting Member may provide an explanation to the Board, and details of how to do so.
- (c) Before the Board passes any resolution under **Rule 16(a)**, the Defaulting Member must be given a chance to explain or defend themselves by doing one or more of the following:
 - (i) sending the Board a written explanation before that Board Meeting; or
 - (ii) speaking at the Board Meeting.
- (d) After considering any explanation under **Rule 16(c)**, the Board may:
 - (i) take no further action;
 - (ii) warn the Defaulting Member;
 - (iii) suspend the Defaulting Member's rights as a Member for a period of no more than 12 months;
 - (iv) expel the Defaulting Member; or
 - (v) refer the decision to an unbiased, independent person on conditions that the Board considers appropriate (however, the person can only make a decision that the Board could have made under this Rule).
- (e) The Board cannot fine a Defaulting Member.
- (f) The Secretary must give written notice to the Defaulting Member of the decision under **Rule 16(d)** as soon as possible.
- (g) Disciplinary procedures must be completed as soon as reasonably practical.

17 Powers of the Board

- (a) The Board is responsible for controlling and managing the affairs of the Company and subject to the Corporations Act, any Regulation made under the Corporations

Act, this Constitution and any resolution passed by the Company at a General Meeting, it may exercise all such powers and functions as may be exercised by the Company.

- (b) The Board has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable to achieve the Objects of the Company.
- (c) The Directors must decide on the responsible financial management of the Company including:
 - (i) any suitable written delegations of power under **Rule 7**; and
 - (ii) how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved.
- (d) No action may be taken against the Board if a resolution was made at a General Meeting which was in accordance with this Constitution.

18 Appointment of Directors

- (a) The Board may, subject to the provisions of the Corporations Act, consist of up to 10 Directors.
- (b) Subject to **Rule 18(c)**, the Board Members may elect a Director by an Ordinary Resolution passed at a Board Meeting.
- (c) A person is eligible for election as a Director of the Company if the person:
 - (i) is a Member of the Company;
 - (ii) is nominated by two Board Members (unless the person was previously elected as a Director at a General Meeting and has been a Director since that meeting);
 - (iii) gives the Company a signed consent to act as a Director of the Company; and
 - (iv) is not ineligible to be a Director under the Corporations Act or the ACNC Act.
- (d) The Board may appoint a person as a Director to fill a casual vacancy or as an additional Director if they satisfy the eligibility criteria set out in **Rule 18(c)**.

19 Terms of office

- (a) At each AGM:
 - (i) any Director appointed by the Board to fill a casual vacancy or as an additional Director must retire,
 - (ii) at least one-third of the remaining Directors must retire; and
 - (iii) the Chief Executive Officer, if appointed as a Director, must retire annually.
- (b) The Directors who must retire at each AGM under **Rule 19(a)(ii)** are the Directors who have been longest in office since last being elected. Where Directors were elected on the same day, the Director(s) to retire must be decided by lot unless they agree otherwise.
- (c) Other than a Director appointed under **Rule 18(d)**, a Director's term of office starts at the end of the AGM at which the Director is elected and ends at the end of the AGM at which the Director retires.
- (d) Each Director must retire at least once every three (3) years.

- (e) A Director who retires under **Rule 19(a)** may nominate for election or re-election, subject to **Rule 19(f)**.
- (f) A Director who has held office for a continuous period of nine (9) years or more may only be re-appointed or re-elected by a Special Resolution of the Board Members.

20 Appointment of Secretary

- (a) In relation to the Secretary:
 - (i) a person is eligible for election as Secretary of the Company if the person is appointed by the Directors (after giving the Company a signed consent to act as Secretary of the Company);
 - (ii) the Directors:
 - (A) may remove the Secretary; and
 - (B) must decide the terms and conditions under which the Secretary is appointed; and
 - (iii) the role of Secretary includes:
 - (A) maintaining the Register of Members; and
 - (B) maintaining the minutes and other records of General Meetings (including notices of meetings), Directors' meetings and circular resolutions.

21 Casual vacancies of the Board

- (a) For the purposes of this Constitution, a casual vacancy in the office of a Director occurs if a Director:
 - (i) dies;
 - (ii) becomes bankrupt or insolvent under administration within the meaning of the Corporations Act;
 - (iii) resigns office by notice in writing given to the Secretary;
 - (iv) becomes physically or mentally incapable of performing the Director's duties and the Board resolves that his or her office be vacated for that reason;
 - (v) is absent without the consent of the Board from three (3) consecutive Board Meetings;
 - (vi) in the case of the Chief Executive Officer, his or her appointment ceases or is terminated for any reason;
 - (vii) ceases to be a Member of the Company; or
 - (viii) becomes ineligible to be a Director of the Company under the Corporations Act or the ACNC Act.
- (b) If the number of Directors is reduced to fewer than three or is less than the number required for a quorum, the continuing Directors may act for the purpose of increasing the number of Directors to three (or higher if required for a quorum) or calling a General Meeting, but for no other purpose.

22 Duties of Directors

The Directors must comply with their duties as Directors under all applicable laws, including a duty:

- (a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if that person was a Director of the Company;
- (b) to act in good faith in the best interests of the Company and to further the charitable purpose(s) of the Company set out in **Rule 5**;
- (c) not to misuse their position as a Director;
- (d) not to misuse information they gain in their role as a Director;
- (e) to disclose any perceived or actual material conflicts of interest in the manner set out in **Rule 23**;
- (f) to ensure that the financial affairs of the Company are managed responsibly; and
- (g) not to allow the Company to operate while it is insolvent.

23 Conflicts of interest

- (a) A Director must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of Directors (or that is proposed in a circular resolution) to the other Directors.
- (b) The disclosure of a conflict of interest by a Director must be recorded in the minutes of the meeting.
- (c) Each Director who has a material personal interest in a matter that is being considered at a meeting of Directors (or that is proposed in a circular resolution) must not, except as provided under **Rule 23(d)**:
 - (i) be present at the meeting while the matter is being discussed; or
 - (ii) vote on the matter.
- (d) A Director may still be present and vote if:
 - (i) the Director's interest arises because the Director is a Member of the Company, and the other Members have the same interest;
 - (ii) the Director's interest relates to an insurance contract that insures, or would insure, the Director against liabilities that the Director incurs as a Director of the Company;
 - (iii) the Director's interest relates to a payment by the Company under **Rule 49** (indemnity), or any contract relating to an indemnity that is allowed under the Corporations Act;
 - (iv) ASIC makes an order allowing the Director to vote on the matter; or
 - (v) the Directors who do not have a material personal interest in the matter pass a resolution that:
 - (A) identifies the Director, the nature and extent of the Director's interest in the matter and how it relates to the affairs of the Company; and
 - (B) says that those Directors are satisfied that the interest should not stop the Director from voting or being present.

24 Meetings of the Board and quorum

- (a) The Board may decide how often, where and when it meets.
- (b) A Director may call a Board Meeting by giving reasonable notice to all of the other Directors. A Director may give notice in writing or by any other means of communication that has previously been agreed to by all of the Directors.
- (c) The Secretary must cause reasonable written notice to be given setting out the date, time and place of a Board Meeting to each Director.
- (d) Notice of a meeting given under **Rule 24(c)** must specify the general nature of the business to be transacted at the Board Meeting and no business other than that business is to be transacted at the meeting, except business which the Directors present at the Meeting agree to treat as urgent business.
- (e) Unless the Directors determine otherwise, the quorum for a Directors' meeting is 50% or more of Directors and the quorum must be present for the whole Directors' meeting.
- (f) No business is to be transacted by the Board at a Board Meeting unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour on the same day in the following week.
- (g) If at the adjourned Board Meeting a quorum is not present within half an hour of the time appointed for the Board Meeting, the Directors present have power to decide all matters which could properly have been disposed of by a quorum at the original Board Meeting.

25 Chairperson of Board Meetings

- (a) The Directors must elect a Director to chair Board Meetings (**Chairperson**) and may decide the period during which the Chairperson is to hold that office.
- (b) Where a Board Meeting is held and:
 - (i) a Chairperson has not been elected; or
 - (ii) the Chairperson declines to act or is not present within 15 minutes after the time appointed for the holding of the Board Meeting,the Directors present must elect one of their number to chair the meeting.
- (c) Where a person is appointed to chair a meeting under **Rule 25(a)**, in relation to a Board Meeting, references to the Chairperson in this Constitution include a reference to that person.

26 Conduct of Board Meetings

- (a) The Directors may hold their meetings by using any technology (such as video or teleconferencing) that is agreed to by all of the Directors. The Directors' agreement may be a standing (ongoing) one and a Director may only withdraw their consent within a reasonable period before the meeting.
- (b) The Directors may pass a circular resolution without a Directors' meeting being held and a circular resolution is passed if all the Directors entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in this **Rule 26(b)** or **Rule 26(c)**. Each Director may sign:

- (i) a single document setting out the resolution and containing a statement that they agree to the resolution; or
 - (ii) separate copies of that document, as long as the wording of the resolution is the same in each copy.
- (c) The Company may send a circular resolution by email to the Directors and the Directors may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.
- (d) A circular resolution is passed when the last Director signs or otherwise agrees to the resolution in the manner set out in **Rule 26(b)** or **Rule 26(c)**.

27 Delegation by the Board

The Board may, by instrument in writing, delegate to one or more Committees, consisting of such person or persons as the Board thinks fit, the exercise of such functions of the Board as are specified in the instrument, other than:

- (i) this power of delegation;
 - (ii) any function which is a duty imposed on the Board as a whole, by this Constitution, the Corporations Act or by any other law; and
 - (iii) any function imposed on the Board by the Members in General Meeting.
- (a) A delegation under this Rule may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (i) A function, the exercise of which has been delegated to a Committee under this Rule may, while the delegation remains unrevoked, be exercised from time to time by the Committee in accordance with the terms of the delegation.
 - (ii) Despite any delegation under this Rule, the Board may continue to exercise any function delegated.
 - (iii) Any act or thing done or suffered by a Committee acting in the exercise of a delegation under this Rule has the same force and effect as it would have if it had been done or suffered by the Board.
 - (iv) The Board may, by instrument in writing, revoke wholly or in part any delegation made under this Rule.
 - (v) A Committee may meet and adjourn, as it thinks proper.
- (b) All Committees must report regularly to the Board on their activities.

28 Independent corporate governance audit

- (a) The Board shall, from time to time or upon request of the majority of the Board agree that a corporate governance audit be undertaken by an independent third party with the appropriate skills and expertise expected of a corporate governance auditor dealing with companies of a similar nature and size as the Company.
- (b) The audit will be undertaken to assess the governance of the Company in fulfilling its charitable purpose(s) set out in **Rule 5** and complying with its governance obligations under the Corporations Act and the ACNC Act. The results of the audit will be included in the annual report.

29 Board decisions and voting

- (a) Unless otherwise required by the Corporations Act or this Constitution, all questions arising at any Board Meeting or Committee meeting are deemed to be Ordinary Resolutions.
- (b) Each Director present at a Board Meeting or each Director or member of any Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding as chairperson may exercise a second or casting vote.
- (c) The Board may act despite any vacancy on the Board.
- (d) Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any Director or member of a Committee.

30 Holding AGMs

The Company will hold AGMs at least once per year and in accordance with the Corporations Act.

31 Calling of and business at AGMs

- (a) The AGM is, subject to the Corporations Act and to **Rule 30**, to be convened on such date and at such place and time as the Board thinks fit.
- (b) An AGM must be specified as such in the notice convening it.
- (c) Before or at the AGM, the Directors must give information to the Members on the Company's activities and finances during the period since the last AGM.
- (d) The Chairperson must give Members as a whole a reasonable opportunity at the meeting to ask questions or make comments about the management of the Company.
- (e) Even if these items are not set out in the notice of meeting, the business of an AGM may include:
 - (i) a review of the Company's activities;
 - (ii) a review of the Company's finances;
 - (iii) any Auditor's report;
 - (iv) the election of Directors; and
 - (v) the appointment and payment of Auditors, if any.

32 Calling of General Meetings

- (a) The Board may, whenever it thinks fit, convene a General Meeting.
- (b) If Members with at least 5% of the votes that may be cast at a General Meeting make a written request to the Company for a General Meeting to be held, the Directors must:
 - (i) within 21 days of the Members' request, give all Members notice of a General Meeting; and
 - (ii) hold the General Meeting within 2 months of the Members' request.

- (c) The percentage of votes that Members have (in **Rule 32(b)**) is to be worked out as at midnight before the Members' request the meeting.
- (d) A requisition of Members for a General Meeting must:
 - (i) state in the request any resolution to be proposed at the meeting;
 - (ii) must be signed; and
 - (iii) must be given to the Company.
- (e) Separate copies of a document setting out the request may be signed by Members if the wording of the request is the same in each copy.
- (f) If the Board fails to convene a General Meeting within 21 days after the date on which a requisition for a General Meeting is lodged with the Company, 50% or more of the Members who made the requisition may convene a General Meeting.
- (g) To call and hold a meeting under **Rule 32(f)**, the Members must:
 - (i) as far as possible, follow the procedures for General Meetings set out in this Constitution;
 - (ii) call the meeting using the list of Members on the Register of Members, which the Company must provide to the Members making the request at no cost; and
 - (iii) hold the General Meeting within three months after the request was given to the Company.
- (h) The Company must pay the Members who request the General Meeting any reasonable expenses they incur because the Directors did not call and hold the meeting.

33 Notice

- (a) Except if the nature of the business proposed to be dealt with at a General Meeting requires a Special Resolution, the Secretary must, at least 21 days before the date fixed for the holding of the General Meeting, give a notice to each Member, Director and the Auditor (if any) specifying the:
 - (i) place, date and time of the General Meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this);
 - (ii) the nature of the business proposed to be transacted at the General Meeting; and
 - (iii) a statement that Members have the right to appoint proxies and that, if a Member appoints a proxy:
 - (A) the proxy does not need to be a Member of the Company
 - (B) the proxy form must be delivered to the Company at its registered address or the address (including an electronic address) specified in the notice of the General Meeting, and
 - (C) the proxy form must be delivered to the Company at least 48 hours before the General Meeting.
- (b) Subject to **Rule 33(c)**, notice of a meeting may be provided less than 21 days before the meeting if:

- (i) for an AGM, all the Members entitled to attend and vote at the AGM agree beforehand; or
 - (ii) for any other General Meeting, including a General Meeting proposing to deal with a Special Resolution, Members with at least 95% of the votes that may be cast at the meeting agree beforehand.
- (c) Notice of a meeting cannot be provided less than 21 days before the meeting if a resolution will be moved to:
- (i) remove a Director;
 - (ii) appoint a Director in order to replace a Director who was removed; or
 - (iii) remove an Auditor.
- (d) If the nature of the business proposed to be dealt with at a General Meeting requires a Special Resolution the Secretary must, subject to **Rule 33(b)(ii)**, at least 28 days before the date fixed for the holding of the General Meeting, cause notice to be given to each Member, Director and Auditor (if any) specifying, in addition to the matters required under **Rule 33(a)**, the intention to propose the resolution as a Special Resolution.
- (e) No business other than that specified in the notice convening a General Meeting is to be transacted at the General Meeting except, in the case of an AGM, business which may be transacted under **Rules 31(e)**.
- (f) A Member or Director desiring to bring any business before a General Meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a General Meeting given after receipt of the notice from the Member or Director.

34 Procedure at General Meetings

- (a) No item of business is to be transacted at a General Meeting unless a quorum of Members entitled to vote in accordance with this Constitution is present or has lodged valid proxies during the time the meeting is considering that business.
- (b) The quorum for a General Meeting is 50% of the Board Members present or having lodged valid proxies (rounded up to the nearest whole number).
- (c) If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting:
 - (i) if convened on the requisition of Members, lapses; and
 - (ii) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to Members given before the day to which the meeting is adjourned) at the same place.
- (d) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the meeting is cancelled.

35 Auditor's right to attend

- (a) The Auditor (if any) is entitled to attend any General Meeting and to be heard by the Members on any part of the business of the meeting that concerns the Auditor in the capacity of Auditor.

- (b) The Company must give the Auditor (if any) any communications relating to the General Meeting that a Member of the Company is entitled to receive.

36 Conduct of General Meeting

- (a) The Company may hold a General Meeting at two or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate, including to hear and be heard. Anyone using this technology is taken to be present in person at the meeting.
- (b) Notwithstanding that the Members are not present together in one place at the time of the conference, a resolution passed by such a conference will be deemed to have been passed at a General Meeting held on the day on which and at the time at which the conference was held.
- (c) The provisions of this Constitution relating to proceedings of General Meetings apply to such conferences to the extent that they are capable of applying, and with any necessary changes.
- (d) A Member present at the commencement of the conference will be conclusively presumed to have been present and, subject to any other provisions of this Constitution, to have formed part of the quorum throughout the conference unless otherwise brought to the attention of the General Meeting.
- (e) Any minutes of a conference of the type referred to in this Rule purporting to be signed by the chairperson of that conference or by the chairperson of the next succeeding General Meeting will be sufficient evidence of the observance of all necessary formalities regarding the convening and conduct of a General Meeting.
- (f) When by the operation of this Rule a resolution is deemed to have been passed at a General Meeting, that meeting will be deemed to have been held at such place as is determined by the chairperson of the relevant conference, provided that at least one of the Members who took part in the conference was at such place for the duration of the conference.

37 Chairperson of General Meetings

- (a) The Chairperson is to preside as chairperson at each General Meeting.
- (b) If the Chairperson is absent or unwilling to act, the Board Members present may elect one of their number to preside as chairperson at the meeting.
- (c) The Chairperson is responsible for the conduct of the General Meeting, and for this purpose, must give Members a reasonable opportunity to make comments and ask questions (including to the Auditor (if any)).
- (d) Where a person is appointed to chair a meeting under this **Rule 37**, in relation to a General Meeting, references to the Chairperson in this Constitution include a reference to that person.

38 Adjournment of General Meeting

- (a) The chairperson of a General Meeting at which a quorum is present may, by an Ordinary Resolution of Members, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

- (b) If a General Meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each Member stating the place, date and time of the meeting and the nature of the unfinished business to be transacted at the meeting.
- (c) Except as provided in this Rule, notice of an adjournment of a General Meeting or of the business to be transacted at an adjourned meeting is not required to be given.

39 Members resolutions and statements

- (a) Members with at least 5% of the votes that may be cast on a resolution may give:
 - (i) written notice to the Company of a resolution they propose to move at a General Meeting (**Members' Resolution**); and/or
 - (ii) a written request to the Company that the Company give all of its Members a statement about a proposed resolution or any other matter that may properly be considered at a General Meeting (**Members' Statement**).
- (b) A notice of a Members' Resolution must set out the wording of the proposed resolution and be signed by the Members proposing the resolution.
- (c) A request to distribute a Members' Statement must set out the statement to be distributed and be signed by the Members making the request.
- (d) Separate copies of a document setting out the notice or request may be signed by Members if the wording is the same in each copy.
- (e) The percentage of votes that Members have (as described in **Rule 39(a)**) is to be worked out as at midnight before the request or notice is given to the Company.
- (f) If the Company has been given notice of a Members' Resolution under **Rule 39(a)(i)**, the resolution must be considered at the next General Meeting held not more than two months after the notice is given.
- (g) This Rule does not limit any other right that a Member has to propose a resolution at a General Meeting.

40 Company must give notice on proposed resolution

- (a) If the Company has been given a notice or request under **Rule 39**:
 - (i) in time to send the notice of the proposed Members' resolution or a copy of the Members' statement to Members with a notice of meeting, it must do so at the Company's cost; or
 - (ii) too late to send the notice of the proposed Members' resolution or a copy of the Members' statement to Members with a notice of meeting, then the Members who proposed the resolution or made the request must pay the expenses reasonably incurred by the Company in giving Members notice of the proposed Members' resolution or a copy of the Members' statement. However, at a General Meeting, the Members may pass a resolution that the Company will pay these expenses.
- (b) The Company does not need to send the notice of the proposed Members' resolution or a copy of the Members' statement to Members if:
 - (i) it is more than 1,000 words long;
 - (ii) the Directors consider it may be defamatory;

- (iii) **Rule 40(a)(ii)** applies, and the Members who proposed the resolution or made the request have not paid the Company enough money to cover the cost of sending the notice of the proposed Members' resolution or a copy of the Members' statement to Members; or
- (iv) in the case of a proposed Members' resolution, the resolution does not relate to a matter that may be properly considered at a General Meeting or is otherwise not a valid resolution able to be put to the Members.

41 Voting at a General Meeting

- (a) On any question arising at a General Meeting, each Board Member has only one vote.
 - (i) All votes must be made personally by the Board Member or by proxy but no Board Member may hold more than three (3) proxies.
 - (ii) In the case of an equality of votes on any question at a General Meeting, the resolution will be decided in the negative.
 - (iii) A Board Member or proxy is not entitled to vote at any General Meeting unless all moneys due and payable by the Board Member to the Company have been paid.
 - (iv) A Board Member or the Chairperson may only challenge a person's right to vote at a General Meeting at that meeting. If a challenge is made, the chairperson must decide whether or not the person may vote. The chairperson's decision is final.
- (b) Despite anything in this Constitution, General Members are not entitled to vote at any General Meeting of the Company.
- (c) Voting at a General Meeting must be conducted by:
 - (i) a show of hands;
 - (ii) a vote in writing; or
 - (iii) another method chosen by the chairperson that is fair and reasonable in the circumstances.
- (d) On a show of hands, the Chairperson's decision is conclusive evidence of the result of the vote.
- (e) A declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the minute book of the Company, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (f) Before a vote is taken, the Chairperson must state whether any proxy votes have been received and, if so, how the proxy votes will be cast.

42 When and how a vote in writing must be held

- (a) A vote in writing may be demanded on any resolution instead of or after a vote by a show of hands by:
 - (i) a Board Member present in person or by proxy and eligible to vote at the meeting; or

- (ii) the Chairperson .
- (b) A vote in writing must be taken when and how the Chairperson directs, unless **Rule 42(c)** applies.
- (c) A vote in writing must be held immediately if it is demanded under **Rule 42(a)**:
 - (i) for the election of a chairperson under **Rule 37**; or
 - (ii) to decide whether to adjourn the meeting.
- (d) A demand for a vote in writing may be withdrawn.

43 Decisions at a General Meeting

- (a) A question arising at a General Meeting is deemed to be an Ordinary Resolution except where it is required by the Corporations Act, this Constitution or a resolution of a General Meeting to be considered as a Special Resolution.

44 Circular resolutions of Members

- (a) Subject to **Rule 44(c)**, the Directors may put a resolution to the Members to pass a circular resolution without a General Meeting being held.
- (b) The Directors must notify the Auditor (if any) as soon as possible that a circular resolution has or will be put to Members, and set out the wording of the resolution.
- (c) Circular resolutions cannot be used:
 - (i) for a resolution to remove an Auditor, appoint a Director or remove a Director;
 - (ii) for passing a Special Resolution; or
 - (iii) where the Corporations Act or this Constitution requires a meeting to be held.
- (d) A circular resolution is passed if all the Members entitled to vote on the resolution sign or agree to the circular resolution, in the manner set out in **Rules 44(e)** or **44(f)**.
- (e) Members may sign:
 - (i) a single document setting out the circular resolution and containing a statement that they agree to the resolution; or
 - (ii) separate copies of that document, as long as the wording is the same in each copy.
- (f) The Company may send a circular resolution by email to Members and Members may agree by sending a reply email to that effect, including the text of the resolution in their reply.

45 Appointment of proxies

- (a) Each Member entitled to attend a General Meeting may appoint another person, as proxy by notice given to the Company.
- (b) The Notice of a General Meeting must include a statement that Members have the right to appoint proxies and that, if a Member appoints a proxy:
 - (i) the proxy does not need to be a Member of the Company;
 - (ii) the proxy form must be delivered to the Company at its registered address or the address (including an electronic address) specified in the notice of the meeting; and

- (iii) the proxy form must be delivered to the Company at least 48 hours before the meeting.
- (c) The notice appointing the proxy is to be as near as possible in the form set out in Appendix 2 to this Constitution.
- (d) A proxy appointment may be standing (ongoing).

46 Voting by proxy

- (a) A proxy appointed to attend and vote for a Member has the same rights as the Member to:
 - (i) speak at the meeting;
 - (ii) vote in a vote in writing (but only to the extent allowed by the appointment); and
 - (iii) join in to demand a vote in writing under **Rule 42**.
- (b) A proxy is not entitled to vote on a show of hands (but this does not prevent a Member appointed as a proxy from voting as a Member on a show of hands).
- (c) A proxy does not have the authority to speak and vote for a Member at a meeting while the Member is at the meeting.
- (d) A proxy appointment may specify the way the proxy must vote on a particular resolution.
- (e) When a vote in writing is held, a proxy:
 - (i) does not need to vote, unless the proxy appointment specifies the way the proxy must vote;
 - (ii) if the way the proxy must vote is specified on the proxy form, must vote that way; and
 - (iii) if the proxy is also a Member or holds more than one proxy, may cast the votes held in different ways.
- (f) Unless the Company receives written notice before the start or resumption of a General Meeting at which a proxy votes, a vote cast by the proxy is valid even if, before the proxy votes, the appointing Member:
 - (i) dies;
 - (ii) is mentally incapacitated;
 - (iii) revokes the proxy's appointment; or
 - (iv) revokes the authority of a representative or agent who appointed the proxy.

47 Auditor

- (a) The Auditor must each year conduct an audit of the financial statements of the Company in accordance with accounting principles generally applied in commercial practice and as required by law and must certify the same.
- (b) The Auditor has the power at any time to call for the production of all books, accounts, vouchers and other documents relating to the financial affairs of the Company.

- (c) The Auditor must not hold any other office in the Company and must not be a Director.
- (d) The Auditor must be a registered auditor and must be a financial member of a recognised professional accountancy body.

48 Chief Executive Officer

- (a) The Board may from time to time appoint a Chief Executive Officer.
- (b) The terms and conditions of appointment to the office of Chief Executive Officer is governed by a written agreement entered into between the Board and the Chief Executive Officer.
- (c) The role of the Chief Executive Officer is to perform the functions contained in the agreement referred to in **Rule 48(b)**.
- (d) The Board, on its discretion, may choose to appoint the Chief Executive Officer to act as a Director in exercising the powers of the Board (excluding the appointment of a Chief Executive Officer).
- (e) Where the Chief Executive Officer is appointed to act as a Director pursuant to Rule 48(d), the Chief Executive Officer shall retire:
 - (i) Forthwith upon ceasing to hold the office of CEO;
 - (ii) At each Annual General Meeting and may renominate for election.
- (f) If for any reason, the Chief Executive Officer is unable to perform his or her functions for a period exceeding three (3) months, the Board may appoint a person to carry out such functions until such time that the Chief Executive Officer may resume his or her functions.

49 Indemnity

- (a) Every Director, Auditor, Secretary and other officer (including any officer who has ceased to hold office) for the time being of the Company is indemnified out of the assets of the Company, to the relevant extent, against any loss and liability (including costs, expenses and charges) arising out of and incurred by the proper execution of the duties of their office.
- (b) In this Rule, 'to the relevant extent' means:
 - (i) to the extent that the Company is not precluded by law (including the Corporations Act) from doing so; and
 - (ii) for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).
- (c) The indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of the Company.

50 Insurance

The Company must effect and maintain insurance as required under the Corporations Act. To the extent permitted by law (including the Corporations Act), and if the Directors consider it appropriate, the Company may pay or agree to pay a premium for a contract insuring a person who is or has been an officer of the Company against any liability incurred by the person as an officer of the Company.

51 Funds - Source

- (a) The funds of the Company are to be derived from annual membership fees, donations, government funding and such other sources as the Board determines from time to time.
- (b) All money received by the Company must be deposited as soon as practicable and without deduction to the credit of the Company's bank account.
- (c) The Company must, as soon as practicable after receiving any money, issue an appropriate receipt.

52 Funds – Management

- (a) Subject to any Ordinary Resolution passed in General Meeting, the funds of the Company are to be used in pursuance of the Objects of the Company in such manner as the Board determines.
 - (i) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two (2) Directors or employees of the Company, being Members or employees authorised to do so by the Board.
 - (ii) On dissolution of the Company, all property whether real or personal remaining after payment of all debts and legal liabilities is transferred to such other body formed for promoting similar objectives or for charitable objectives as is approved by the Company.
- (b) The Company must apply to the Australian Taxation Office for concessional taxation and Deductible Gift Recipient status and in accordance with the requirements of the *Income Tax Assessment Act 1997* (Cth) must:
 - (i) establish and maintain a charitable gift fund to be known as the Dementia Australia Charitable Fund (**Charitable Fund**) which is to be kept separate from all other funds established and maintained by the Company and which is to elicit and attract donations from the public;
 - (ii) credit to the Charitable Fund all gifts of money or property that are made to the Company for the Objects of the Company and only those gifts of money or property;
 - (iii) specifically identify all gifts of property credited to the Charitable Fund pursuant to **Rule 52(b)(ii)** in a register which is separate from any register setting out all other property held by the Company;
 - (iv) ensure that the proceeds of the Charitable Fund are only available for use by the Board for charitable purposes within the meaning of the *Income Tax Assessment Act 1997* (Cth);
 - (v) ensure that donations received by the Charitable Fund are only used by the Board for the purposes set out in the Objects of the Company and any specific purpose validly prescribed by the donor, including any specific geographical area;
 - (vi) if money or property that should have been credited to the account of the Company has been incorrectly credited to the Charitable Fund, as soon as practicable, remove such money or property from the Charitable Fund, credit such money or property to the account of the Company and adjust the relevant accounts and/or register (as the case may be) accordingly;

- (vii) if money or property that should have been credited to the Charitable Fund has been incorrectly credited to the account of the Company, as soon as practicable, remove such money or property from the account of the Company, credit such money or property to the Charitable Fund and adjust the relevant accounts and/or register (as the case may be) accordingly;
- (viii) ensure, notwithstanding the Objects of the Company, that any expenditure from the Charitable Fund including the disbursement of donations received is not made except for a charitable purpose and including the reasonable management and administrative costs and expenses of operating the Charitable Fund; and
- (ix) in the event of the Charitable Fund being wound up or if the endorsement (if any) of the Company as a Deductible Gift Recipient is revoked, any Surplus Assets of the Charitable Fund remaining after the payment of liabilities attributable to it must be transferred to Alzheimer's Australia Dementia Research Foundation Ltd (ACN 081 407 534) so long as it remains an entity to which income tax deductible gifts can be made. If the Alzheimer's Australia Dementia Research Foundation Ltd (ACN 081 407 534) is not an entity to which income tax deductible gifts can be made, then the Board must give or transfer such surplus funds to one or more charitable funds, authorities or institutions as it may select to which income tax deductible gifts can be made. Such decision as to the charity or charities to be given the Surplus Assets must be made by Special Resolution.

53 Alteration of the Constitution

- (a) This Constitution may be added to, repealed or amended by Special Resolution at an AGM or General Meeting called for that purpose.
- (b) The Director may not propose to put to Members a Special Resolution that amends this Constitution if passing it would cause the Company to no longer be a charity.

54 Common seal

- (a) The common seal of the Company must be kept in the custody of the Chief Executive Officer.
- (b) The common seal must not be affixed to any instrument except by the authority of the Board and the affixing of the common seal must be attested by the signatures of two (2) Directors or a Director and the Secretary.

55 Minutes and records

- (a) The Company must, within one month, make and keep the following records:
 - (i) minutes of proceedings and resolutions of General Meetings;
 - (ii) minutes of circular resolutions of Members;
 - (iii) a copy of a notice of each General Meeting; and
 - (iv) a copy of a Members' statement distributed to Members under **Rule 40**.
- (b) The Company must, within one month, make and keep the following records:
 - (i) minutes of proceedings and resolutions of Directors' meetings (including meetings of any committees); and

- (ii) minutes of circular resolutions of Directors.
- (c) To allow Members to inspect the Company's records:
 - (i) the Company must give a Member access to the records set out in **Rule 55(a)**; and
 - (ii) the Directors may authorise a Member to inspect other records of the Company, including records referred to in **Rule 55(b)** and **Rule 56(a)**.
- (d) The Directors must ensure that minutes of a General Meeting or a Directors' meeting are signed within a reasonable time after the meeting by:
 - (i) the chairperson of the meeting; or
 - (ii) the chairperson of the next meeting.
- (e) The Directors must ensure that minutes of the passing of a circular resolution (of Members or Directors) are signed by a Director within a reasonable time after the resolution is passed.

56 Financial and related records

- (a) The Company must make and keep written financial records that:
 - (i) correctly record and explain its transactions and financial position and performance; and
 - (ii) enable true and fair financial statements to be prepared and to be audited.
- (b) The Company must also keep written records that correctly record its operations.
- (c) The Company must retain its records for at least 7 years.
- (d) The Directors must take reasonable steps to ensure that the Company's records are kept safe.

57 Custody of books

Except as otherwise provided by this Constitution, all records, books and other documents relating to the Company is kept at the principal administrative office of the Company.

58 Inspection of books

- (a) The records, books and other documents of the Company must be open to inspection, free of charge, by an authorised representative of a Member at such times as the Board may from time to time determine but should be available for inspection during normal business hours.
- (b) If the Directors agree, the Company must give a Director or former Director access to:
 - (i) certain documents, including documents provided for or available to the Directors; and
 - (ii) any other documents referred to in those documents.

59 Notice to Members

- (a) Anything written to or from the Company under any Rule in this Constitution is written notice and is subject to the notice requirement outlined in this Constitution.

- (b) For the purpose of this Constitution, a notice may be served on or given to a Member:
 - (i) by delivering it to the Member personally;
 - (ii) by sending it by pre-paid post to the address of the Member; or
 - (iii) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the Member for giving or serving the notice.
- (c) If the Company does not have an address for the Member, the Company is not required to give notice in person.
- (d) For the purpose of this Constitution, except where pre-paid registered post is prescribed and, unless the contrary is proved, a notice is taken to have been given or served:
 - (i) in the case of a notice given or served personally, on the date on which it is received by the addressee;
 - (ii) in the case of a notice sent by pre-paid post, on the third date after it is posted with the correct payment of postage costs; and
 - (iii) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

60 Notice to the Company

Written notice or any communication under this Constitution may be given to the Company, the Directors or the Secretary by:

- (a) delivering it to the Company's registered office;
- (b) posting it to the Company's registered office or to another address chosen by the Company for notice to be provided;
- (c) sending it to an email address or other electronic address notified by the Company to the Members as the Company's email address or other electronic address; or
- (d) sending it to the fax number notified by the Company to the Members as the Company's fax number.

61 By laws

The Board has the power to make add to repeal or amend by-laws not inconsistent with the law or this Constitution for the time being in force which embody additional provisions for the management and efficient operation of the Company.

62 Winding up

If the Company is wound up, any Surplus Assets must not be distributed to a Member or a former Member of the Company, unless that Member or former Member is a charity described in **Rule 63**.

63 Distribution of Surplus Assets

- (a) Subject to the Corporations Act and any other applicable Act, and any court order, any Surplus Assets that remain after the Company is wound up must be distributed to one or more charities:
 - (i) with charitable purposes similar to, or inclusive of, the purposes and Objects in **Rule 5**; and
 - (ii) which also prohibit the distribution of any Surplus Assets to its Members to at least the same extent as the Company.
- (b) The decision as to the charity or charities to be given the Surplus Assets must be made by a Special Resolution of Members at or before the time of winding up. If the Members do not make this decision, the Company may apply to the Supreme Court to make this decision.

64 Interpretation

In this Constitution:

- (a) the words 'including', or similar expressions mean that there may be more inclusions than those mentioned after that expression; and
- (b) reference to the Corporations Act and ACNC Act, includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as regulations).

Appendix 1

**APPLICATION FOR MEMBERSHIP
OF
DEMENTIA AUSTRALIA LIMITED**

I,

(Please PRINT full name)

of

.....

(please Insert address)

hereby apply to become a Member of Dementia Australia Limited and I agree to be bound by the Constitution of Dementia Australia Limited and I support the purposes of Dementia Australia Limited.

.....

Signature

.....

Date

Appendix 2

FORM OF APPOINTMENT OF PROXY

I,

(full name of Member)

of.....

(address of Member)

being a Member entitled to vote at an Annual General Meeting / General Meeting
of the Company (**Meeting**) to be held on

the..... day of..... / 20.....

appoint the following person to be my proxy at the Meeting and at any
adjournment of the Meeting:

.....

(full name of proxy)

of.....

(address of proxy)

My proxy is authorised to vote in favour of / against / as the proxy sees fit (*delete
as appropriate*) on the following resolution(s) (insert details):

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Signature of Member

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Date