

Constitution of Scope (Aust) Ltd

ACN 004 280 871

2018

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CONSTITUTION OF SCOPE (AUST) LTD

ACN 004 280 871

1. PRELIMINARY

1.1 Company limited by guarantee

The Company is limited by guarantee and the liability of Members is limited as provided in this document.

1.2 Purposes of the Company

The Company is formed as a charitable organisation for the following purposes:

- (a) to advance the wellbeing of people with a disability, through alignment with the *United Nations Convention on the Rights of Persons with Disability (2006)* and Australia's human rights statutory framework. This includes recognising the Company's connection with people diagnosed with cerebral palsy, by, but not limited to:
 - (i) reducing barriers, be they physical, social, cultural, legislative, attitudinal, economic or other, that may impede the participation and inclusion of people with a disability in society;
 - (ii) providing support services to people with a disability that recognise their choice and preference, and enable each person to live as an equal and empowered citizen;
 - (iii) advancing people with a disability to achieve their potential, their goals and exercise their rights through access to information, choice and appropriate supports;
 - (iv) promoting positive perceptions of people with a disability, by building inclusive communities;
 - (v) engaging with relevant entities and stakeholders to advance the interests of people with a disability;
 - (vi) facilitating learning opportunities to enhance the economic security, autonomy and agency of people with a disability; and
 - (vii) enabling respectful relationships, privacy and healthy environments in which people with disability can flourish and live safely; and
- (b) to do all other things as may be deemed incidental or conducive to the achievement of any of the preceding purposes of the Company.

1.3 Application of income and property

- (a) Subject to rule 8.1, the Company must apply its income and assets solely towards promoting the purposes of the Company as stated in rule 1.2.
- (b) No part of the Company's income or assets may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to Members.

1.4 **Replaceable rules**

The replaceable rules referred to in section 141 of the Act do not apply to the Company and are replaced by the rules set out in this document.

1.5 **Compliance with the Act and the ACNC Act**

Unless provided otherwise, references in this document to the Act are taken to apply to the Company even if, as a result of the Company being a Registered Entity, the relevant provisions of the Act would otherwise no longer apply.

1.6 **Definitions**

The following definitions apply in this document.

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

ACNC Act means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth) and the *Australian Charities and Not-for-profits Commission Regulation 2013* (Cth).

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

Appointed Director means a Director appointed under rule 3.3.

Associate Member has the meaning given in rule 2.3(a)(ii).

Board means the Directors acting collectively under this document.

Board Chair has the meaning given in rule 10.4.

Chair means the person Chairing a meeting of Members in accordance with rule 12.4.

Committee means any committee established by the Board to whom the Directors delegate any of their powers in accordance with the Act.

Company means the company named at the beginning of this document, whatever its name is for the time being.

Director means a person who is, for the time being, a Director of the Company including an Appointed Director and an Elected Director.

DGR means a fund, authority or institution in Australia that is endorsed by the Commissioner of Taxation as a deductible gift recipient (within the meaning of Division 30 of the Tax Act).

disqualified has the meaning given in rule 3.11(c).

Elected Director means a Director:

- (a) elected pursuant to rule 3.4(a); or
- (b) appointed to fill a casual vacancy of an Elected Director under rule 3.6.

Governing Member has the meaning given in rule 2.3(a)(i).

Liability has the meaning given in rule 9.1.

Member means a person, being a Governing Member or an Associate Member, whose name is entered in the Register as a member of the Company.

Nomination Committee means a Committee constituted for, in part, the purposes of nominating candidates for appointment as a Director, at the date of this document being the People and Governance Committee.

ordinary resolution means a resolution passed at a meeting of Members by a majority of the votes cast by Members entitled to vote on the resolution.

special resolution has the meaning given to that term in the Act.

Recognised Assessment Activity has the meaning given to it in the ACNC Act.

Register means the register of Members kept as required by sections 168 and 169 of the Act.

Registered Address means a Member's address as notified to the Company by the Member and recorded in the Company's records.

Registered Entity has the meaning given to that term in the ACNC Act.

Reminder Notice has the meaning given in rule 2.7(d)(i).

Secretary means, during the term of that appointment, a person appointed as a secretary of the Company in accordance with this document.

Subscription Fee has the meaning given in rule 2.7(a).

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

1.7 Interpretation of this document

Headings and marginal notes are for convenience only, and do not affect interpretation. The following rules also apply in interpreting this document, except where the context makes it clear that a rule is not intended to apply.

- (a) A reference to:
 - (i) legislation (including subordinate legislation) is to that legislation as amended, modified in relation to the Company, re-enacted or replaced, and includes any subordinate legislation issued under it;
 - (ii) a document or agreement, or a provision of a document or agreement, is to that document, agreement or provision as amended, supplemented, replaced or novated;
 - (iii) a person includes any type of entity or body of persons, whether or not it is incorporated or has a separate legal identity, and any executor, administrator or successor in law of the person; and
 - (iv) anything (including a right, obligation or concept) includes each part of it.
- (b) A singular word includes the plural, and vice versa.
- (c) A word which suggests one gender includes the other genders.
- (d) If a word is defined, another part of speech has a corresponding meaning.
- (e) If an example is given of anything (including a right, obligation or concept), such as by saying it includes something else, the example does not limit the scope of that thing.

- (f) The word **agreement** includes an undertaking or other binding arrangement or understanding, whether or not in writing.
- (g) A power to do something includes a power, exercisable in the like circumstances, to revoke or undo it.
- (h) A reference to a power is also a reference to authority or discretion.
- (i) A reference to something being **written** or **in writing** includes that thing being represented or reproduced in any mode in a visible form.
- (j) A word (other than a word defined in rule 1.5) which is defined by the Act has the same meaning in this document where it relates to the same matters as the matters for which it is defined in the Act.
- (k) A reference to a Chapter, Part, Division, or section is a reference to a Chapter, Part, Division or section of the Act.

2. **MEMBERSHIP**

2.1 **Members**

- (a) Subject to rules 2.4, 2.5 and 2.9, the Governing Members are:
 - (i) the Governing Members as at the date of adoption of this Constitution, listed in Schedule 1; and
 - (ii) any other person the Board admits as a Governing Member.
- (b) Subject to rules 2.4 and 2.9, the Associate Members are:
 - (i) the Associate Members as at the date of adoption of this Constitution; and
 - (ii) any other person the Board admits as an Associate Member.

2.2 **Limited liability of Members**

If the Company is wound up each Member undertakes, until the date one year after a person ceases to be a Member, to contribute to the assets of the Company up to an amount not exceeding \$100 for payment of the debts and liabilities of the Company (including the costs of the winding up).

2.3 **Classes of Membership**

- (a) The classes of Membership are:
 - (i) a **Governing Member**, who:
 - (A) has full voting rights; and
 - (B) is eligible to be a Director; and
 - (ii) an **Associate Member**, who:
 - (A) has no voting rights;
 - (B) has no right to attend general meetings of the Company or receive notices of meeting; and
 - (C) is not eligible to be a Director.

- (b) Each person who was a "Life Member", "Life Governor" or "Full Member" immediately prior to the adoption of this Constitution is taken to be a Governing Member on and from the date of adoption of this Constitution. These persons are listed in Schedule 1.

2.4 **Governing Members**

There must be no less than 50 Governing Members and no more than 250 Governing Members.

2.5 **Eligibility for Membership**

A Member must:

- (a) be over the age of 18 years; and
- (b) comply with any code of conduct applicable to Members that is approved by the Board from time to time.

2.6 **Application for Membership**

- (a) Unless determined otherwise by the Board, every applicant for Membership of the Company must:
 - (i) apply in the form and manner determined by the Board from time to time; and
 - (ii) prior to admission as a Member, pay the applicable Subscription Fee.
- (b) Upon receipt of an application for Membership, the Board must consider the application and decide whether to admit or reject the admission of the applicant. The Board need not give any reason for rejecting an application.

2.7 **Subscription Fee**

- (a) The Board may determine:
 - (i) that an annual subscription fee is payable by Members in the amount, on such terms and at such times the Board determines; and
 - (ii) in relation to any particular Member or class of Members, different arrangements in respect of the amount or time for payment of any annual subscription fee determined under clause 2.7(a)(i),

(the **Subscription Fee**).
- (b) The Board must notify Members of the amount, terms and time for payment of any Subscription Fee payable by the Member (and of any alteration to the Subscription Fee).
- (c) Each Member must pay the Subscription Fee to the Company in accordance with its terms.
- (d) If a Member does not pay the Subscription Fee:
 - (i) within one month of the time for payment determined by the Board, the Company may issue a written reminder notice to the Member (**Reminder Notice**);

- (ii) within one month after a Reminder Notice is given, all rights and privileges associated with his or her Membership are automatically suspended without any notice to the Member; and
- (iii) more than two months after a Reminder Notice is given, the Member ceases to be a Member, unless the person is also a Director, in which case the suspension under rule 2.7(d)(ii) will continue.

2.8 **Resignation or cessation of Membership**

- (a) A Member may resign from the Company by giving written notice to the Board.
- (b) A person immediately ceases to be a Member if the person:
 - (i) dies;
 - (ii) resigns as a Member by giving written notice to the Company;
 - (iii) becomes of unsound mind or a person who is, or whose estate is, liable to be dealt with in any way under a law relating to mental health;
 - (iv) becomes bankrupt or insolvent or makes any arrangement or composition with his or her creditors;
 - (v) ceases to be a Member under rule 2.7(d)(iii);
 - (vi) is expelled under rule 2.9; or
 - (vii) is determined by the Board to be an untraceable Member because the person has ceased to reside at, attend or otherwise communicate with his or her Registered Address.
- (c) A Director ceases to be a Member immediately after they cease to be a Director.

2.9 **Expelling a Member**

- (a) Subject to clause 2.9(b), the Board may, by resolution, expel from the Company any Member who is not a Director if the Board determines it is not in the interests of the Company for the person to remain a Member.
- (b) At least 7 days before the Board considers any resolution pursuant to rule 2.9(a), the Board must give the Member written notice stating:
 - (i) the date, place and time of the meeting;
 - (ii) the proposed resolution for the Member's expulsion and the grounds on which it is based; and
 - (iii) that the Member may attend the meeting and may give an oral or written explanation or submission before the submission is put to the vote.
- (c) A Member expelled from the Company does not have any claim on the Company, its funds or property.

3. **DIRECTORS**

3.1 **Number of Directors**

The Company must have:

- (a) at least six Directors; and
 - (b) until otherwise decided by ordinary resolution, not more than 10 Directors,
- whose number must include at least two Elected Directors and two Appointed Directors.

3.2 **Eligibility**

- (a) Neither the auditor of the Company nor any partner, Director or employee of the auditor is eligible to act as a Director.
- (b) Unless the Board determines otherwise by resolution, no paid staff member or existing employee of the Company is eligible to be a Director until three years after cessation of their employment.
- (c) A Director must be a Governing Member.

3.3 **Appointed Directors**

Subject to this document (including the number of Directors for the time being fixed under rule 3.1 not being exceeded), the Board may appoint any person recommended by the Nomination Committee to be an Appointed Director at any time except during a general meeting.

3.4 **Elected Directors**

- (a) Subject to section 201E of the Act and this document (including the number of Directors for the time being fixed under rule 3.1 not being exceeded), the Company may elect Elected Directors by ordinary resolution.
- (b) The Company in general meeting cannot validly elect a person as an Elected Director unless:
 - (i) the person retires under rule 3.5(a) and seeks re-election; or
 - (ii) the person has been recommended by the Nomination Committee.
- (c) The Company must notify Members of every candidate for election as an Elected Director at least 21 days before the relevant general meeting.

3.5 **Retirement**

- (a) Any:
 - (i) Appointed Director automatically retires three years after the date of appointment; and
 - (ii) Elected Director must retire from office at the third annual general meeting after the Elected Director was elected or last re-elected,and, subject to rule 3.6, is eligible for re-appointment by the Board.
- (b) An Elected Director's retirement under this rule 3.5 takes effect at the end of the relevant general meeting, unless the Director is re-elected at that meeting.

3.6 **Maximum term**

- (a) Subject to rule 3.6(b), all Directors are subject to a cumulative maximum term of 9 years (whether or not served continuously).

- (b) The Board may, by resolution, extend the maximum term pursuant to rule 3.6(a) for an additional period not exceeding 12 months.

3.7 **Casual vacancies**

- (a) Subject to clause 3.7(b) and the remainder of this document, the Board may appoint a person to fill a casual vacancy created by the cessation of an Elected Director under rule 3.8.
- (b) A Director appointed to fill a casual vacancy under rule 3.7(a) must retire at the next annual general meeting following his or her appointment and, subject to rule 3.6, is eligible for re-appointment by the Board.

3.8 **Cessation of Director's appointment**

A person automatically ceases to be a Director if the person:

- (a) is not permitted by the Act (or an order made under the Act) to be a Director;
- (b) becomes disqualified from managing corporations under Part 2D.6 of the Act and is not given permission or leave to manage the Company under section 206F or 206G of the Act;
- (c) becomes of unsound mind or physically or mentally incapable of performing the functions of that office;
- (d) fails to attend:
 - (i) three consecutive Board meetings; or
 - (ii) four meetings over a period of 12 months,
(not including meetings of a Committee) without leave of absence from the Board;
- (e) resigns by notice in writing to the Company;
- (f) is removed from office under rule 3.9; or
- (g) ceases to be eligible to act as a Director under rule 3.2.

3.9 **Removal from office**

Whether or not a Director's appointment was expressed to be for a specified period, the Company by ordinary resolution, and subject to section 203D of the Act, may remove a Director from office.

3.10 **Less than minimum number of Directors**

If the number of Directors is reduced below the minimum required by rule 3.1, the continuing Directors may act as the Board only:

- (a) to appoint Directors up to that minimum number;
- (b) to convene a meeting of Members; and
- (c) in emergencies.

3.11 **Suitability of Directors under the ACNC Act**

- (a) If the Company is a Registered Entity, the Company must comply with the ACNC Act by:
 - (i) taking reasonable steps to ensure that each of its Directors is not disqualified; and
 - (ii) being, and remaining, satisfied that each of its Directors is not disqualified.
- (b) If the Company is not satisfied, the Company must take reasonable steps to remove the Director.
- (c) For the purposes of this rule 3.11, **disqualified** means:
 - (i) disqualified under Part 2D.6 of the Act; or
 - (ii) suspended or removed as a Director by the ACNC Commissioner under Division 100 of the ACNC Act,at any time during the preceding 12 months.

4. **POWERS OF THE BOARD**

4.1 **Powers generally**

Except as otherwise required by the Act, any other applicable law or this document, the Board:

- (a) has power to manage the business of the Company; and
- (b) may exercise every right, power or capacity of the Company to the exclusion of the Company in general meeting and the Members.

4.2 **Exercise of powers**

A power of the Board can be exercised only:

- (a) by resolution passed at a meeting of the Board or otherwise in accordance with rule 10; or
- (b) in accordance with a delegation of the power under rule 6.

5. **EXECUTING NEGOTIABLE INSTRUMENTS**

Negotiable instruments can be executed, accepted or endorsed for and on behalf of the Company by being signed by two Directors or a Director and Secretary or in such other manner (including the use of electronic or facsimile signatures where accepted) as the Board may decide.

6. **DELEGATION OF BOARD POWERS**

6.1 **Power to delegate**

The Board may delegate any of its powers as permitted by section 198D of the Act.

6.2 **Power to revoke delegation**

The Board may revoke a delegation previously made whether or not the delegation is expressed to be for a specified period.

6.3 **Terms of delegation**

A delegation of powers under rule 6.1 may be made:

- (a) for a specified period or without specifying a period; and
- (b) on the terms (including power to further delegate) and subject to any restrictions the Board decides.

A document of delegation may contain the provisions for the protection and convenience of those who deal with the delegate that the Board thinks appropriate.

6.4 **Proceedings of Committees**

Subject to the terms on which a power of the Board is delegated to a Committee, the meetings and proceedings of Committees are, to the greatest extent practical, governed by the rules of this document which regulate the meetings and proceedings of the Board.

7. **DIRECTORS' DUTIES AND INTERESTS**

7.1 **Compliance with duties under the Act, ACNC Act and general law**

- (a) Each Director must comply with his or her duties under the Act and under the general law.
- (b) If the Company is a Registered Entity, each Director:
 - (i) must continue to comply with his or her duties under the general law;
 - (ii) must comply with each duty described in Governance Standard 5 of the regulations made under the ACNC Act as if it applied to the Director personally (and not the Company), including the duty:
 - (A) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a Director of the Company;
 - (B) to act in good faith in the best interests of the Company and to further the purposes of the Company set out in rule 1.2;
 - (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 7.3;
 - (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; and
 - (iii) will no longer be required to comply with his or her duties to the extent permitted under section 111L of the Act.

7.2 **Director can hold other offices etc**

A Director may:

- (a) hold any office or place of profit or employment other than that of the Company's auditor or any Director or employee of the auditor;
- (b) be a member of any corporation (including the Company) or partnership other than the Company's auditor;
- (c) be a creditor of any corporation (including the Company) or partnership; or
- (d) enter into any agreement with the Company.

7.3 **Disclosure of interests**

Each Director must comply with the general law in respect of disclosure of conflicts of interest and:

- (a) while the Company is a registered entity under the ACNC Act, disclose any actual or perceived material conflict of interest to:
 - (i) the other Directors at a Board meeting as soon as practicable after the Director becomes aware of their interest in the matter; or
 - (ii) if the other Directors have the same conflict of interest, to the Members at:
 - (A) the next meeting of Members; or
 - (B) any earlier time, if reasonable to do so,providing details of the nature and extent of the interest and the relation of the interest to the affairs of the Company and ensuring those details are recorded in the minutes of the meeting; or
- (b) if the Company ceases to be a registered entity under the ACNC Act, with section 191 of the Act in respect of disclosure of material personal interests.

7.4 **Director interested in a matter**

Each Director must comply with section 195 of the Act in relation to being present, and voting, at a Board meeting that considers a matter in which the Director has a material personal interest. Subject to section 195 of the Act:

- (a) a Director may be counted in a quorum at a Board meeting that considers, and may vote on, any matter in relation to which that Director has a conflict of interest or duty;
- (b) the Company may proceed with any transaction in relation to which a Director has an interest or conflict of duty and the Director may participate in the execution of any relevant document by or on behalf of the Company;
- (c) the Director may retain any benefits accruing to the Director under the transaction; and
- (d) the Company cannot avoid the transaction merely because of the existence of the Director's interest or conflict of duty.

If the interest is required to be disclosed under section 191 of the Act, paragraph (c) applies only if it is disclosed before the transaction is entered into.

7.5 **Agreements with third parties**

The Company cannot avoid an agreement with a third party merely because a Director:

- (a) fails to make a disclosure of a conflict of interest or duty; or
- (b) is present at, or counted in the quorum for, a Board meeting that considers or votes on that agreement.

8. **DIRECTORS' REMUNERATION**

8.1 **Restrictions on payments to Directors**

Subject to rules 8.2, 8.3 and 9, the Company must not pay fees or other remuneration to a Director.

8.2 **Payment of Director remuneration**

- (a) Subject to clause 8.2(b), each Director is to be paid such remuneration that the members determine by ordinary resolution is appropriate in furtherance of the Company's purposes.
- (b) The Company must not pay any remuneration to any person in accordance with rule 8.2(a) if, as a result:
 - (i) the Company will cease to be a Registered Entity; or
 - (ii) the Company would no longer be eligible to be registered as a Registered Entity or as a DGR.

8.3 **Payments to Directors with Board approval**

With the approval of the Board on such terms as the Board determines, the Company may pay to a Director:

- (a) reasonable expenses (including travelling and accommodation) incurred in carrying out duties as a Director;
- (b) reasonable remuneration for any service rendered to the Company by the Director in a professional or technical capacity where the amount payable is approved by the Board and is on reasonable commercial terms;
- (c) reasonable remuneration where the Director is an employee of the Company and the terms of employment have been approved by the Board;
- (d) interest on money lent by the Director to the Company at a rate not exceeding the rate charged by Australian banks for overdrawn accounts;
- (e) reasonable remuneration for goods supplied by the Director to the Company in the ordinary course of business; and
- (f) reasonable rent for premises leased by the Director to the Company.

9. **OFFICERS' INDEMNITY AND INSURANCE**

9.1 **Indemnity**

Subject to and so far as permitted by the Act, the *Competition and Consumer Act 2010* (Cth) and any other applicable law:

- (a) the Company must indemnify every officer of the Company and its wholly owned subsidiaries and may indemnify its auditor against any Liability incurred as such an officer or auditor to a person (other than the Company or a related body corporate) including a Liability incurred as a result of appointment or nomination by the Company or subsidiary as a trustee or as an officer of another corporation, unless the Liability arises out of conduct involving a lack of good faith; and
- (b) the Company may make a payment (whether by way of advance, loan or otherwise) in respect of legal costs incurred by an officer or employee or auditor in defending an action for a Liability incurred as such an officer, employee or auditor or in resisting or responding to actions taken by a government agency or a liquidator.

In this rule 9.1, **Liability** means a liability of any kind (whether actual or contingent and whether fixed or unascertained) and includes costs, damages and expenses, including costs and expenses incurred in connection with any investigation or inquiry by a government agency or a liquidator.

9.2 **Insurance**

Subject to the Act and any other applicable law, the Company may enter into, and pay premiums on, a contract of insurance in respect of any person.

9.3 **Former officers**

The indemnity in favour of officers under rule 9.1 is a continuing indemnity. It applies in respect of all acts done by a person while an officer of the Company or one of its wholly owned subsidiaries even though the person is not an officer at the time the claim is made.

9.4 **Deeds**

Subject to the Act, the *Competition and Consumer Act 2010* (Cth) and any other applicable law, the Company may, without limiting a person's rights under this rule 9, enter into an agreement with or execute a deed in favour of a person who is or has been an officer of the Company or any of the Company's subsidiaries, to give effect to the rights of the person under this rule 9 on any terms and conditions that the Board thinks fit.

10. **BOARD MEETINGS**

10.1 **Convening Board meetings**

A Director may at any time, and a Secretary must on request from a Director, convene a Board meeting.

10.2 **Notice of Board meeting**

The convenor of each Board meeting:

- (a) must give reasonable notice of the meeting (and, if it is adjourned, of its resumption) individually to each Director who is in Australia; and
- (b) may give that notice orally (including by telephone) or in writing,

but accidental failure to give notice to, or non-receipt of notice by, a Director does not result in a Board meeting being invalid.

10.3 **Use of technology**

- (a) A Board meeting may be held using any means of audio or audio-visual communication by which each Director participating can hear and be heard by each

other Director participating or in any other way permitted by section 248D of the Act.

- (b) A Board meeting held solely or partly by technology is treated as held at the place at which the greatest number of the Directors present at the meeting is located or, if an equal number of Directors is located in each of two or more places, at the place where the Board Chair is located.

10.4 **Chairing Board meetings**

- (a) The Board may elect a Director to Chair its meetings (**Board Chair**) and decide the period for which that Director holds that office.
- (b) If there is no Board Chair appointed for the time being or the Board Chair is not present within 15 minutes after the time for which a Board meeting is called or is unwilling to act, the Directors present must elect a Director present to Chair the meeting.

10.5 **Quorum**

- (a) Unless the Board decides otherwise, the quorum for a Board meeting is a majority of Directors in office and a quorum must be present for the whole meeting.
- (b) A Director is treated as present at a meeting held by audio or audio-visual communication if the Director is able to hear and be heard by all others attending.
- (c) If a meeting is held in another way permitted by section 248D of the Act, the Board must resolve the basis on which Directors are treated as present.

10.6 **Majority decisions**

- (a) A resolution of the Board is passed if a majority of the votes cast by Directors entitled to vote on the resolution are in favour of it.
- (b) The Board Chair does not have a casting vote.
- (c) If an equal number of votes is cast for and against a resolution, the matter is decided in the negative.

10.7 **Procedural rules**

The Board may adjourn and, subject to this document, otherwise regulate its meetings as it decides.

10.8 **Written resolution**

If a majority of the Directors entitled to receive notice of a Board meeting and to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document, a Board resolution in those terms is passed at the time when the last Director signs.

10.9 **Additional provisions concerning written resolutions**

For the purpose of rule 10.8:

- (a) two or more separate documents in identical terms, each of which is signed by one or more Directors, are treated as one document; and

- (b) a facsimile or email containing the text of the document expressed to have been signed by a Director that is sent to the Company is a document signed by that Director at the time of its receipt by the Company.

10.10 **Valid proceedings**

Each resolution passed or thing done by, or with the participation of, a person acting as a Director or Member of a committee is valid even if it is later discovered that:

- (a) there was a defect in the appointment of the person; or
- (b) the person was disqualified from continuing in office, voting on the resolution or doing the thing.

11. **MEETINGS OF MEMBERS**

11.1 **Annual general meeting**

The Company must hold an annual general meeting as required by section 250N.

11.2 **Calling meetings of Members**

A meeting of Members:

- (a) may be convened at any time by the Board or a Director; and
- (b) must be convened by the Board when required by section 249D or 250N or by order made under section 249G.

11.3 **Notice of meeting**

Subject to rules 11.4 and 22, at least 21 days' written notice of a meeting of Members must be given individually to:

- (a) each Governing Member;
- (b) each Director; and
- (c) to the auditor.

Subject to any regulation made under section 249LA, the notice of meeting must comply with section 249L and may be given in any manner permitted by section 249J(3).

11.4 **Short notice**

Subject to sections 249H(3) and (4):

- (a) if the Company has elected to convene a meeting of Members as the annual general meeting, if all the Members entitled to attend and vote agree; or
- (b) otherwise, if Members who together have power to cast at least 95% of the votes that may be cast at the meeting agree,

a resolution may be proposed and passed at a meeting of which less than 21 days' notice has been given.

11.5 **Postponement or cancellation**

Subject to sections 249D(5) and 250N, the Board may:

- (a) postpone a meeting of Members;
- (b) cancel a meeting of Members; or
- (c) change the place for a general meeting,

by written notice given individually to each person entitled to be given notice of the meeting.

11.6 **Fresh notice**

If a meeting of Members is postponed or adjourned for one month or more, the Company must give new notice of the resumed meeting.

11.7 **Technology**

The Company may hold a meeting of Members at two or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate.

11.8 **Accidental omission**

The accidental omission to give notice to, or the non-receipt of notice by, any of those entitled to it does not invalidate any resolution passed at a meeting of Members.

12. **PROCEEDINGS AT MEETINGS OF MEMBERS**

12.1 **Member present at meeting**

If a Member has appointed a proxy or attorney or (in the case of a Member which is a body corporate) a representative to act at a meeting of Members, that Member is taken to be present at a meeting at which the proxy, attorney or representative is present.

12.2 **Quorum**

- (a) The quorum for a meeting of Members is 15 Members entitled to vote and be present at the meeting.
- (b) Each individual present may only be counted once toward a quorum.
- (c) If a Member has appointed more than one proxy or representative, only one of them may be counted towards a quorum.

12.3 **Quorum not present**

If a quorum is not present within 30 minutes after the time for which a meeting of Members is called:

- (a) if called as a result of a request of Members under section 249D, the meeting is dissolved; and
- (b) in any other case:
 - (i) the meeting is adjourned to the day, time and place that the Board decides and notifies to Members, or if no decision is notified before then, to the same time on the same day in the next week at the same place; and
 - (ii) if a quorum is not present at the adjourned meeting, the meeting is dissolved.

12.4 **Chairing meetings of Members**

- (a) If the Board has appointed a Board Chair, the Board Chair may also Chair meetings of Members.
- (b) If:
 - (i) there is no Board Chair appointed for the time being; or
 - (ii) the Board Chair is not present within 15 minutes after the time for which a meeting of Members is called or is not willing to Chair the meeting,the Members present must elect a Director present to Chair the meeting.
- (c) If no Director is present and willing to act as Chair in accordance with rules 12.4(a) or 12.4(b), the Members present must elect a Member to Chair the meeting.

12.5 **Attendance at general meetings**

- (a) Every Governing Member has the right to attend all meetings of Members.
- (b) Every Director has the right to attend and speak at all meetings of Members.
- (c) The auditor has the right to attend any meeting of Members and to speak on any part of the business of the meeting which concerns the auditor in the capacity of auditor.

12.6 **Adjournment**

Subject to rule 11.6, the Chair of a meeting of Members at which a quorum is present:

- (a) may; and
 - (b) must, if directed by ordinary resolution of the meeting,
- adjourn it to another time and place.

12.7 **Business at adjourned meetings**

The only business that may be transacted at a meeting resumed after an adjournment is the business left unfinished immediately before the adjournment.

13. **PROXIES, ATTORNEYS AND REPRESENTATIVES**

13.1 **Appointment of proxies**

- (a) Each Member may appoint a proxy to attend and act for the Member at a meeting of Members which the Member is entitled to attend.
- (b) An appointment of proxy must be made by written notice to the Company that:
 - (i) complies with section 250A(1); or
 - (ii) is in a form and mode, and is signed or otherwise authenticated by the Member in a manner, satisfactory to the Board.

13.2 **Member's attorney**

- (a) A Member may appoint an attorney to act, or to appoint a proxy to act, at a meeting of Members which the Member is entitled to attend.

- (b) If the Member appointing the attorney is an individual, the power of attorney must be signed in the presence of at least one witness.

13.3 **Deposit of proxy appointment forms, powers of attorney and proxy appointment authorities**

An appointment of a proxy or an attorney is not effective for a particular meeting of Members unless:

- (a) in the case of a proxy, the proxy appointment form and, if it is executed or otherwise authenticated in a manner prescribed by a regulation made for the purposes of section 250A(1) by an attorney, the relevant power of attorney or other authority under which the appointment was authenticated or a certified copy of it; and
- (b) in the case of an attorney, the power of attorney or a certified copy of it,

are received by the Company at its registered office or a fax number at that office (or another address specified for the purpose in the relevant notice of meeting) or in accordance with section 250B(3) at least 48 hours before the time for which the meeting was called or, if the meeting has been adjourned, before the resumption of the meeting.

13.4 **Corporate representatives**

A Member that is a body corporate may appoint an individual to act as its representative at meetings of Members as permitted by section 250D.

13.5 **Appointment for particular meeting, standing appointment and revocation**

A Member may appoint a proxy, attorney or representative to act at a particular meeting of Members or make a standing appointment and may revoke any appointment. A proxy, attorney or representative may, but need not, be a Member.

13.6 **Position of proxy or attorney if Member present**

The appointment of a proxy or attorney is not revoked by the Member attending and taking part in the general meeting, but if the Member votes on a resolution, the proxy or attorney is not entitled to vote, and must not vote, as the Member's proxy or attorney on the resolution.

13.7 **Priority of conflicting appointments of attorney or representative**

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

- (a) an attorney or representative appointed to act at that particular meeting may act to the exclusion of an attorney or representative appointed under a standing appointment; and
- (b) subject to rule 13.7(a), an attorney or representative appointed under a more recent appointment may act to the exclusion of an attorney or representative appointed earlier in time.

13.8 **More than one current proxy appointments**

- (a) An appointment of proxy by a Member is revoked (or, in the case of a standing appointment, suspended for that particular meeting) if the Company receives a further appointment of proxy from that Member which would result in there being more than one proxy of that Member entitled to act at a meeting.

- (b) The appointment of proxy made first in time is the first to be treated as revoked or suspended by this rule 13.8.

13.9 **Continuing authority**

An act done at a meeting of Members by a proxy, attorney or representative is valid even if, before the act is done, the appointing Member:

- (a) dies or becomes mentally incapacitated;
- (b) becomes bankrupt or an insolvent under administration or is wound up; or
- (c) revokes the appointment or revokes the authority under which the appointment was made by a third party,

unless the Company has received written notice of the matter before the start or resumption of the meeting at which the vote is cast.

14. **ENTITLEMENT TO VOTE**

14.1 **Number of votes**

Subject to sections 250BB(1) and 250BC:

- (a) each Governing Member has one vote on a show of hands or a poll; and
- (b) a Member who is present and entitled to vote and is also a proxy, attorney or representative of another Member has one vote on a show of hands.

14.2 **Casting vote of Chair**

The Chair does not have a second or casting vote. If an equal number of votes is cast for and against a resolution at a meeting of Members, the matter is decided in the negative.

14.3 **Voting restrictions**

If:

- (a) the Act requires that some Members are not to vote on a resolution, or that votes cast by some Members be disregarded, in order for the resolution to have an intended effect; and
- (b) the notice of the meeting at which the resolution is proposed states that fact,

those Members have no right to vote on that resolution and the Company must not count any votes purported to be cast by those Members. If a proxy purports to vote in a way or in circumstances that contravene section 250BB(1), on a show of hands the vote is invalid and the Company must not count it and on a poll rule 15.3(c) applies.

14.4 **Decision on right to vote**

- (a) A Member or Director may challenge a person's right to vote at a meeting of Members. A challenge may only be made at the meeting.
- (b) A challenge, or any other doubt as to the validity of a vote, must be decided by the Chair, whose decision is final.

15. **HOW VOTING IS CARRIED OUT**

15.1 **Method of voting**

- (a) A resolution put to the vote at a meeting of Members must be decided on a show of hands unless a poll is demanded under rule 15.2 either before or on declaration of the result of the vote on a show of hands.
- (b) Unless a poll is demanded, the Chair's declaration of a decision on a show of hands is final.

15.2 **Demand for a poll**

A poll may be demanded on any resolution (except a resolution concerning the election of the Chair of a meeting) by:

- (a) at least two Members entitled to vote on the resolution;
- (b) a Member or Members present at the meeting and representing at least 5% of the total voting rights of all the Members entitled to vote on the resolution; or
- (c) the Chair.

The demand for a poll does not affect the continuation of the meeting for the transaction of other business and may be withdrawn.

15.3 **When and how polls must be taken**

If a poll is demanded:

- (a) if the resolution is for the adjournment of the meeting, the poll must be taken immediately and, subject to rule 15.3(c), in the manner that the Chair directs;
- (b) in all other cases, the poll must be taken at the time and place and, subject to rule 15.3(c), in the manner that the Chair directs;
- (c) votes which sections 250BB(1) or 250BC of the Act require to be cast in a given way must be treated as cast in that way;
- (d) a person voting who has the right to cast two or more votes need not cast all those votes and may cast those votes in different ways; and
- (e) the result of the poll is the resolution of the meeting at which the poll was demanded.

16. **SECRETARY**

16.1 **Appointment of Secretary**

The Board:

- (a) must appoint at least one individual; and
- (b) may appoint more than one individual,

to be a Secretary either for a specified term or without specifying a term.

16.2 **Terms and conditions of office**

A Secretary holds office on the terms (including as to remuneration) that the Board decides. The Board may vary any decision previously made by it in respect of a Secretary.

16.3 **Cessation of Secretary's appointment**

The person automatically ceases to be a Secretary if the person:

- (a) is not permitted by Act (or an order made under the Act) to be a secretary of a company;
- (b) becomes disqualified from managing corporations under Part 2D.6 of the Act and is not given permission or leave to manage the Company under section 206F or 206G of the Act;
- (c) becomes of unsound mind or physically or mentally incapable of performing the functions of that office;
- (d) resigns by notice in writing to the Company; or
- (e) is removed from office under rule 16.4.

16.4 **Removal from office**

The Board may, by resolution, remove a Secretary from that office (whether or not the appointment was expressed to be for a specified term).

17. **MINUTES**

17.1 **Minutes must be kept**

The Board must cause minutes of:

- (a) proceedings and resolutions of meetings of the Company's Members;
- (b) the names of Directors present at each Board meeting or committee meeting;
- (c) proceedings and resolutions of Board meetings (including meetings of a committee to which Board powers are delegated under rule 6);
- (d) resolutions passed by Directors without a meeting; and
- (e) disclosures and notices of Directors' interests,

to be kept in accordance with sections 191, 192 and 251A.

17.2 **Minutes as evidence**

A minute recorded and signed in accordance with section 251A is evidence of the proceeding, resolution or declaration to which it relates unless the contrary is proved.

17.3 **Inspection of minute books**

The Company must allow Members to inspect, and provide copies of, the minute books for the meetings of Members in accordance with section 251B.

18. **COMPANY SEALS**

18.1 **Common seal**

The Board:

- (a) may decide whether or not the Company has a common seal; and

- (b) is responsible for the safe custody of that seal (if any) and any duplicate seal it decides to adopt under section 123(2).

18.2 **Use of seals**

The common seal and duplicate seal (if any) may only be used with the authority of the Board. The Board must not authorise the use of a seal that does not comply with section 123.

18.3 **Fixing seals to documents**

The fixing of the common seal, or any duplicate seal, to a document must be witnessed:

- (a) by two Directors;
- (b) by one Director and one Secretary; or
- (c) by any other signatories or in any other way (including the use of facsimile signatures) authorised by the Board.

19. **FINANCIAL REPORTS AND AUDIT**

19.1 **Company must keep financial records**

- (a) The Board must cause the Company to keep:
 - (i) written financial records that:
 - (A) correctly record and explain its transactions (including transactions undertaken as trustee) and financial position and performance; and
 - (B) enable true and fair financial statements to be prepared and, if required by Division 60 of the ACNC Act or Part 2M.3 of the Act, audited; and
 - (ii) written records that correctly record its operations,

so as to enable any Recognised Assessment Activity to be carried out in relation to the Company.
- (b) The Board must allow a Director and, where the financial statements are required by Division 60 of the ACNC Act or Part 2M.3 of the Act to be audited or reviewed, the auditor to inspect those records kept pursuant to rule 19.1(a) at all reasonable times.
- (c) The Company must retain records kept pursuant to rule 19.1(a) for seven years after the transactions, operations or acts covered by the records are completed.

19.2 **Financial reporting**

If required by:

- (a) Division 60 of the ACNC Act, the Board must cause the Company to prepare a financial report and an information statement that comply with that Division; or
- (b) Part 2M.3 of the Act, the Board must cause the Company to prepare a financial report and a Directors' report that comply with that Part and must report to Members in accordance with section 316A of the Act.

19.3 **Audit or review**

- (a) If required by Division 60 of the ACNC Act or Part 2M.3 of the Act, the Board must cause the Company's financial report for each financial year to be audited or reviewed and obtain an auditor's report.
- (b) The eligibility, appointment, removal, remuneration, rights and duties of the auditor are regulated by:
 - (i) Division 60 of the ACNC Act or Division 3 of Part 2M.3 of the Act (whichever is applicable);
 - (ii) Divisions 1 to 6 of Part 2M.4 of the Act; and
 - (iii) sections 1280, 1289, 1299B and 1299C of the Act.

19.4 **Inspection of financial records and books**

Subject to rule 17.3 and section 247A of the Act, a Member who is not a Director does not have any right to inspect any document of the Company except as authorised by the Board or by ordinary resolution.

20. **REGISTER OF MEMBERS**

The Company must establish and maintain a Register which contains the following information:

- (a) the name and address of each Member;
- (b) the date on which the entry of the Member's name in the Register is made;
- (c) the name and details of each person who stopped being a Member within the last seven years;
- (d) the date on which the person stopped being a Member; and
- (e) if the Company has more than 50 Members and the Register itself is not kept in a form that operates effectively as an index, an index of Members' names.

21. **WINDING UP**

21.1 **Winding Up**

In the event of the winding up of the Company, any surplus property remaining after satisfaction of all the Company's debts and liabilities must not be paid to, or distributed amongst, the Members, but must be paid or transferred to:

- (a) a charity or charities in Australia that are charitable at law and is registered as a charity with the ACNC; or
- (b) if the Company is a DGR, a charity or charities that are charitable at law and are registered as a charity with the ACNC and that are endorsed as a DGR,

and, in each case, the constituent documents of which:

- (c) require the charity or charities to pursue purposes similar to those of the Company and to apply its income solely towards promoting those purposes; and

- (d) prohibit the charity or charities from making distributions to its members and paying fees to its Directors to at least the same extent as the Company,

the charity or charities to be determined by the Directors, or failing determination, by the liquidator of the Company.

21.2 **Revocation of tax endorsements**

- (a) In the event that the Company's endorsement as a DGR is revoked, any surplus:
 - (i) gifts of money or property for the principal purposes of the Company;
 - (ii) contributions made in relation to an eligible fund-raising event held for the principal purposes of the Company; and
 - (iii) money received by the organisation because of such gifts and contributions, must not be paid to, or distributed among, the Members, but must be paid or transferred to a fund, authority or institution in Australia which is endorsed by the Commissioner of Taxation as a DGR and the constituent documents of which:
 - (iv) require the fund, authority or institution to pursue purposes similar to those of the Company and to apply its income solely towards promoting those purposes; and
 - (v) prohibit the fund, authority or institution from making distributions to its Members and paying fees to its Directors to at least the same extent as the Company,

the fund, authority or institution to be determined by the Directors.
- (b) "Contributions" and "fundraising event" have the same meaning as in Division 30 of the Tax Act.

22. **NOTICES**

22.1 **Notices by Company**

A notice is properly given by the Company to a Member if it is:

- (a) in writing signed on behalf of the Company (by original or printed signature);
- (b) addressed to the Member to whom it is to be given; and
- (c) either:
 - (i) delivered personally;
 - (ii) sent by prepaid mail (by airmail, if the addressee is overseas) to that Member's address; or
 - (iii) sent by fax to the fax number (if any) nominated by that Member; or
 - (iv) sent by electronic message to the electronic address (if any) nominated by that Member.

22.2 **Overseas Members**

A Member whose Registered Address is not in Australia may notify the Company in writing of an address in Australia to which notices may be sent.

22.3 **When notice is given**

A notice to a Member by the Company is regarded as given and received:

- (a) if it is delivered personally:
 - (i) by 5.00 pm (local time in the place of receipt) on a business day - on that day; or
 - (ii) after 5.00 pm (local time in the place of receipt) on a business day, or on a day that is not a business day - on the next business day;
- (b) if it is sent by fax or email or given under section 249J(3)(cb):
 - (i) by 5.00 pm (local time in the place from which it is sent or given) on a business day - on that day; or
 - (ii) after 5.00 pm (local time in the place from which it is sent or given) on a business day, or on a day that is not a business day - on the next business day; and
- (c) if it is sent by mail:
 - (i) within Australia - one business day after posting; or
 - (ii) to a place outside Australia - three business days after posting.

A certificate in writing signed by a Director or Secretary stating that a notice was sent is conclusive evidence of service.

22.4 **Business days**

For the purposes of rule 22.3, a business day is a day that is not a Saturday, Sunday or public holiday in the place from which the notice is sent.

22.5 **Counting days**

If a specified period must pass after a notice is given before an action may be taken, neither the day on which the notice is given nor the day on which the action is to be taken may be counted in reckoning the period.

22.6 **Notices to "lost" Members**

- (a) If:
 - (i) on two or more consecutive occasions a notice served on a Member in accordance with this rule 22 is returned unclaimed or with an indication that the Member is not known at the address to which it was sent; or
 - (ii) the Board believes on other reasonable grounds that a Member is not at his or her Registered Address or the address notified to the Company under rule 22.2,

the Company may give effective notice to that Member by exhibiting the notice at the Company's registered office for at least 48 hours.

- (b) This rule 22.6 ceases to apply if the Member gives the Company notice of a new address.

SCHEDULE 1

Initial Governing Members

Mr	John	Ahern	Miss	Louise	Cramer
Mrs	Fay	Alcock	Mrs	Margaret	Crosby
Mr	Wilf	Alcock	Mr	J L	Cross
Ms	Judith	Alexander	Mrs	Lynda	Croucher
Miss	Debbie	Allen	Mrs	Johanne	Dajic
Mrs	Anne	Allen	Mrs	Grace	Davey
Mr	William	Anderson	Mr	Michael	Day OAM
Mr	Albert W	Austen	Mr	R	Di Bari
Mr	Gregory	Axtens	Mr	Frank	Dibble
Mr	James	Aylmer	Mrs	Joan	Dibble
Dr	John	Bailey	Mrs	Anne	Doherty
Mr & Mrs	Richard & Jane	Baker	Miss	Janine	Drape
Mrs	Mary	Barro	Mrs	Lorraine	Drape
Ms	Brenda	Barro	Dr	Maree	Dyson
Mrs	Adelina	Barro	Mr	Arthur	Edwards
Mr	Tom	Baxter	Mrs	Jennifer	Elliott
Mrs	Mary	Beard	Mrs	Honora	Elvey
Mrs	Lois	Berry	Mrs	Loris	Emary
Mr	D	Bignell	Mr	K	Evans
Mrs	Rhonda	Bignell	Mrs	Hilary	Ferguson
Mr	Ron	Bolzon	Mr	Rowan	Ferguson
Dr	Vera	Bowen	Dr	Jennifer	Fitzgerald
Mr	Rob	Bowen	Mrs	Diane	Ford
Ms	Natasha	Bowness	Mr	John	Forrest
Mr	Gary	Brinkworth	Mr	Allan	Fowler
Mrs	Janice	Brown	Mrs	Sandra	Gawthorpe
Mr	Leonard	Brown	Mrs	Helen	Gerrard
Mrs	Eve	Burchell	Mr	Robert	Gerrard
Mr	Mark	Burrowes	Mr	Alexander	Gerrard
Mrs	Bev	Byers	Mrs	Elsie	Gilling
Mrs	Joyce	Caddy	Ms	Claudia	Godtner
Mr	Vincent	Cafarella	Mrs	J	Gorman
Mrs	June	Cameron	Mrs	Mary	Gorman
Mr	Neil	Cameron	Dr	Richard	Gould
Mr	J B	Campbell	Mr	Kenneth	Gray
Mrs	Margaret	Campbell	Ms	Dorothy	Gray
Ms	Gwenda	Campbell	Ms	Lynette	Harland
Mr	Ernest	Carroll	Mrs	Marlene	Harvey
Ms	Julianne	Casey	Mr	Ken	Harwood
Mrs	Maria	Cavaggion	Mr	David	Hayter
Mrs	Dulcie	Chancellor	Mrs	Sandra	Herbert
Mrs	Joy	Chettle	Mr	Michael	Hereward
Mr	Mark	Chittleborough	Mrs	James H	Hicks
Mrs	Debra	Churchill	Mr	J	Hider
Mrs	Valda	Clancy	Ms	Barbara	Hingston
Mr	Zane George	Clark	Ms	Joyce	Hinterding
Mrs	Nance	Clarke	Miss	Susan	Holmes
Ms	Karen	Cleave	Mr	Kenneth	Holmes
Mrs	L	Coggin	Mrs	Joan	Holstock
Mr	N	Coggin	Mrs	Lynn	Hyland
Mr	N	Composto	Mr	Peter	Ising
Ms	Kerrin	Considine	Dr	Mark	Jalland
Mr	Trevor William	Cookson	Mrs	Susan	Jalland
Mr	Owen	Cooper	Mr	William	Johnson

Mrs	Diane	Johnson	Mr	Bill	Pratt
Ms	Marcell	Judkins	Mrs	Laurel	Pratt
Mr	Shane	Kelly	Mrs	Elaine	Pratt
Mrs	Valma	Kemp	Mr	Paul	Prendergast
Mr	Sackville	Kempton	Mrs	Jean	Price
Mr	Christopher	Kernick	Dr	Dinah	Reddihough
Mrs	Dianne	Kernick	Mrs	Ethel	Reece
Mr	Robin	Kernick	Mrs	Elizabeth	Rickards
Mr	Wally	Keys	Mrs	Marie	Robinson
Mrs	Dorothy	Kilsby	Mr	Keith	Rodgers
Ms	Marianne	King	Mrs	Margaret	Ross AM
Mr	William	King	Mrs	Noel	Rumbold
Mrs	Julie	King	Mr	Vic	Ruth
Mr	Rudolf	Knaepple	Mrs	Elizabeth	Ruth
Ms	Jo	Knowles	Mr	John	Salvano
Ms	Irene	Kwong	Mr	Sergio	Sardo
Mr	Louis	Lachal	Mrs	Jill	Schofield
Mrs	Shirley	Lee	Mrs	Beryl	Scholtmeyer
Ms	Jessica	Lee	Mr	David	Simpson
Mr	Dennis	Lee	Mr	Kevin	Skahill
Mr	Stanley	Livingston	Mrs	Margaret	Skewes
Hon	John	Lloyd	Mrs	June	Smith
Mr	David	Lloyd Jones	Mr	Peter	Smith OAM
Mr	Brian	Logan	Mr		Smith
Mr	Bernard J	Lourey	Mr	Carl	Smith
Mrs	Elizabeth	Luke	Mr	Andrew	Smith
Mrs	Aline	MacKieson	Mr & Mrs	Garry & Loretta	Smith
Mrs	Barbara	MacKinnon	Mr	J	Snowden
Mr	Ken	MacLeod	Mrs	Gina	Spiller
Mr	Glenn	Madden	Mr	Geoff	Steer
Mrs	Rosemary	Madden	Mrs	Susan	Stewart
Ms	Tricia	Malowney OAM	Mrs	Peggy	Stirling
Mr	Ricky	Manoel	Mr	Lance	Stirling
Mr	William	McFee	Mrs	Betty	Straughair
Ms	Betty	McFee	Ms	Joanne	Stubbs
Mrs	Jeanette	McGregor	Mr	George	Sutherland
Ms	Nicole	McGregor	Mr	Cameron	Syer
Mr	Peter	McLaughlin	Mr	David	Syer
Mrs	Jane	McLaughlin	Mrs	Patricia	Syer
Mrs	Jean	McReynolds	Mrs	Carmen	Tassone
Mrs	Linda	Miceli	Mr	Lloyd	Taylor
Mr	Anthony	Minchin	Mrs	Joan	Taylor
Mrs	June	Minchin	Ms	Marcia	Taylor
Mr	Carl	Momsen	Mrs	Ruby	Telford
Mr	Greg	Momsen	Mr	Murray	Thompson
Mr	Harvey	Munday	Ms	Janet	Torode
Mrs	Lorice	Myers	Ms	Wendy	Trounson
Mr	Marcus	Nayman	Mrs	Merle	Turner
Mr	Alasdair	Norton	Ms	Sara	Van der Monde
Dr	Jennifer	Oates	Ms	Maria	Velissarakos
Mr	Terence	O'Donnell	Miss	Charlotte	Ward
Mrs	A W	O'Dowd	Mrs	Barbara	Watts
Mr	Roderick	O'Loan	Ms	Lynne	Wenig
Mr	K	Orford	Dr	Raelene	West
Mr	Philip	Oswald	Ms	Kristine	Whorlow
Mr	Bruce	Pascoe	Mr	Darren	Wilton
Mrs	Meryl	Pascoe	Mrs	Joan	Wilton
Ms	Helen	Pitts	Miss	Margaret	Young
Ms	Lea	Pope			