



**PIKA WIYA**  
HEALTH SERVICE

ICN 7355 All mail to: PO Box 2012 Port Augusta SA 5700

ICN 7355

## Notice of Special General Meeting

All members of the Corporation are advised that a Special General Meeting of the members of Pika Wiya Health Service Aboriginal Corporation will take place as follows:

**Time:** 11am – 12.30 pm  
**Date:** Friday 16 October 2020  
**Place:** Central Oval, Port Augusta, South Australia 5700

**Registration Opens: 10am**

On arrival at the meeting, members should check the register of members and if needed, update their name, address and any other details.

### Purpose of the meeting

This meeting has been called to consider several special resolutions to adopt a new rule book (Constitution) for the Corporation.

## Agenda

Item	Description
1	Welcome, attendees and apologies: 1.1 Confirm the chair for the meeting and introduce facilitator David Rathman 1.2 Attendees 1.3 Apologies 1.4 Quorum
2	Proxy appointments* (Rule 4.12) Members can appoint another member to proxy to attend meetings and vote for them. Proxies can also speak at meetings and join in demanding a poll. They can vote if their appointment allows them to. A proxy appointment (using "Appointment of Proxy" form) must contain the member's name and address, the Corporation's name, the proxy's name, the meeting where the proxy is going, and it must be signed by the member. The Corporation must receive the proxy's appointment at least 48 hours before the meeting. A person must not be a proxy for more than one member.

5	<p><b>Special resolutions</b></p> <p>The special resolutions as outlined in report attached to the agenda will be proposed at the meeting:</p>
6	Close

### **Attachments**

- Copy of the agenda report and Special Resolutions
- Copy of the draft proposed new rule book (Special Resolution 1)

Aileen Shannon, Chairperson  
 On behalf of the Board of Directors

18 September 2020

#### **Member Directors**

Aileen Shannon  
 Reginald Reid  
 Teresa Brady  
 Alwyn McKenzie  
 Roger Johnson  
 Barbara Amos

#### **Non Member Independent Specialist Directors**

Eric Brown  
 Craig Fullerton  
 Sam Johnson

# REPORT TO SPECIAL GENERAL MEETING

## 16 OCTOBER 2020

Item 5.1

**To :** Special General Meeting – 16 October 2020  
**Re:** Rule Book

The Board of Directors resolved in April 2020 to undertake a review of its Rule Book.

To inform the Review, the Board of Directors:

- Determined that it would formally advise the members of the review and through adverts called for members to provide a submission (July/August 2020)
- Formed a Rule Book Review Working Group and provided its terms of reference to members and made a public call for nominations to be a member of the Group (April 2020)
- Engaged a consultant to assist with the review who prepared a discussion paper as a resource document and facilitated workshops of the Working Group and the Board and prepared other workshop summaries and support documents
- Prepared an initial document with drafting instructions for changes – resulting from a joint workshop with the Review Working Group and finalized instructions for provision to Pika Wiya’s legal advisor for drafting of the changes
- Held a Board of Directors meeting with the advisor and consultant to work through the changes proposed, clause by clause, and to finalise special resolutions for the Special General Meeting
- Provided to ORIC a draft of the documents and resolutions to be placed before the Special General Meeting for comment and sought any suggested changes
- Finalised the report and documents required to call the Special General Meeting
- Invited David Rathman to attend the Special General Meeting to facilitate discussions regarding the Special Resolutions and when the discussions were finalized to pass the meeting back to the Chairperson for the individual motions to be put to the meeting
- Invited Paul Gordon (Wallmans) to attend the Special General Meeting who has provided legal advice to the Board of Directors regarding the new document.

Adopting a new Rule Book (proposed to be renamed a Constitution) is a big and complex task and the Board of Directors was keen to make sure that debate focused on the key and important changes that were being made.

The Board of Directors resolved, upon advice from the legal advisor, that there were a range of technical issues in the current Rule Book that could be addressed to make the document more user-friendly to read and interpret.

There were also a range of more important good governance resolutions that the Board of Directors deemed to be specifically debated as individual issues by the Members.

Included as Special Resolutions to this report are:

- Special Resolution 1: proposing the adoption of a new Rule Book to be renamed “Constitution” which deals with technical issues
- Special Resolution 2 : insert in the Constitution some background information about the formation of Pika Wiya Health Service Aboriginal Corporation.
- Adoption of individual Special Resolutions 3 – 14 that deals with specific matters for individual debate that if adopted will in effect change/replace the clauses adopted in Resolution 1.
- Adoption of Special Resolution 15 (Topography) which will enable renumbering and other “clean up” actions to be taken to finalize the new document.

Following the Special General Meeting any changes adopted will be incorporated into a new document and provided to the Registrar under the CATSI Act who will determine whether the new document complies with requirements.

If the new document is endorsed by the Registrar and depending upon timing, it is possible that it could be operational at the AGM in November 2020.

Thanks is extended to those involved in the Review as a Member, Board Member, Working Group Member or advisor.

**PIKA WIYA HEALTH SERVICE ABORIGINAL CORPORATION ICN 7355  
(Corporation)**

**SPECIAL RESOLUTIONS OF MEMBERS (Resolution)  
PURSUANT TO SECTION 69-5(1) OF THE CORPORATIONS (ABORIGINAL AND TORRES  
STRAIT ISLANDER) ACT 2006**

<p><b>SPECIAL RESOLUTION 1 Amendment to Constitution</b></p>	<p><b>RESOLVED AS A SPECIAL RESOLUTION</b> that the Constitution in the form circulated with notice of this Special General Meeting be adopted with effect at the conclusion of this meeting.</p>
<p><b>SPECIAL RESOLUTION 2 Background to the Constitution</b></p>	<p>That the Constitution, as adopted pursuant to Special Resolution 1, be amended by adding the following new clause 1A:</p> <p><b>1A. BACKGROUND</b></p> <p>In the early 1970's, members of the Davenport Community Council (at Davenport Community, in Port Augusta) having grave concerns for the health of their community, discussed and agreed to establish an Aboriginal Medical Service. Supported by Redfern Medical Service in Sydney, NSW, the Aboriginal Medical Service at Davenport was formed, with funding allocated by the World Council Churches for 3 months. The Service was complimented with the assistance of a Medical Officer who volunteered his time from his original position as Medical Officer at Redfern Medical Officer, along with three 'Aboriginal Health Workers'.</p> <p>In the 1980's, the Service went through a name change and Pika Wiya Health Service began operations. Pika Wiya Health Service Aboriginal Corporation (PWH SAC) is now a non-profit Community Controlled Health Service and provides culturally appropriate Services to the Aboriginal Communities in our catchment area of Port Augusta, Davenport Community, Copley and Nepabunna and the various homelands in between. Services' are also provided to the townships of Quorn, Hawker, Leigh Creek, Lyndhurst, Marree, Roxby Downs and Andamooka</p>
<p><b>SPECIAL RESOLUTION 3 Definitions</b></p>	<p>That the Constitution, as adopted pursuant to Special Resolution 1, be amended by adding the following definitions to clause 1:</p> <p><b>Annual Budget</b> means at any time a budget for a financial year of the Corporation in force under clause 88. A budget should specify in reasonable detail:</p> <ul style="list-style-type: none"> <li>(a) anticipated receipts (differentiating between sources of such receipts);</li> <li>(b) anticipated expenditures (differentiating between revenue expenditures of different kinds (such as repairs, maintenance and staff costs) and capital expenditures);</li> <li>(c) a cash flow projection, divided into months.</li> </ul> <p><b>Candidate Statement</b> means the form that is required to be completed as part of the application process for a Director and annexed to this Constitution at Annexure B.</p>

	<p><b>Chief Executive Officer (CEO)</b> means at any time a person appointed by the Board as chief executive officer of the Corporation, and includes a person acting in that position.</p> <p><b>Proxy Appointment Form</b> means the form annexed to this Constitution at Annexure E.</p>
<p><b>SPECIAL RESOLUTION 4 Objects of the Corporation</b></p>	<p>That the Constitution, as adopted pursuant to Special Resolution 1, be amended by inserting new sub-clauses to clause 7 as follows:</p> <p>7.5 To provide health care, health promotion and other services to the entire population within the Catchment Area, but always prioritising the health and wellbeing of Aboriginal People.</p>
<p><b>SPECIAL RESOLUTION 5 Cancellation of Membership for incapacity</b></p>	<p>That the Constitution, as adopted pursuant to Special Resolution 1, be amended by inserting new sub-clauses to clause 19.4 as follows:</p> <p>19.4 The Board may cancel the membership of a Member by so notifying the Member if that Member is referred to the Board by a third party (or a Director or employee of the Corporation) regarding concerns as to their capacity and in the opinion of a majority of the Directors, the Member is by reason of age, disease, illness, or physical or mental infirmity unable to substantially manage his or her affairs as evidenced by a certificate from a registered medical practitioner. If the Board so requires by notice to the Member and at the Corporation's cost, a Member must promptly submit themselves to examination by a registered medical practitioner for this purpose, and if the Member without reasonable excuse fails to so submit to examination within 20 Business Days, the Member is taken to be unable to substantially manage his or her affairs without need for a medical certificate as above.</p>
<p><b>SPECIAL RESOLUTION 6 Code of Conduct</b></p>	<p>That the Constitution, as adopted pursuant to Special Resolution 1 be amended by inserting a new clause 34A with the following words:</p> <p><b>34A. BEHAVIOUR AT MEETINGS</b></p> <p>34A.1 All attendees at meetings of the Corporation and meetings of the Board must act in a respectful and culturally safe manner, and in accordance with this clause 34A and any Code of Conduct adopted by the Corporation.</p> <p>34A.2 At the commencement of all meetings, a resolution must be proposed (<b>Resolution of Cultural Safety</b>) that all people in attendance are to:</p> <p>34A.2.1 treat each other with respect;</p> <p>34A.2.2 not raise their voice or speak over another person;</p> <p>34A.2.3 not engage in lateral violence; and</p> <p>34A.2.4 ensure that they act always in the interests of the Corporation and its members as a whole.</p>

34A.3 At meetings, participants:

34A.3.1 must indicate their desire to speak by raising their hand;

34A.3.2 must not speak over other speakers;

34A.3.3 may only speak on any given matter once unless the Chairperson decides to grant them a further opportunity to speak or to respond to a question;

34A.3.4 should speak succinctly and not repeat points already made; and

34A.3.5 must not be under the influence of alcohol or other drugs.

34A.4 The Chairperson is entitled to warn participants at a meeting if they are breaching the standard of respectful behaviours expected of Members in accordance with the Resolution of Cultural Safety or the Code of Conduct.

34A.5 If a person has been warned three times under clause 34A.4, the Chairperson may eject that person from the meeting.

34A.6 The Members, by a resolution passed with the support of 75% of votes cast on that resolution, may override the decision of the Chairperson to eject a person from a meeting.

**34B. CODE OF CONDUCT**

34B.1 The Corporation may, from time to time, adopt a Code of Conduct to regulate the behaviour of Members and Directors. It may do this either through a single document, or a separate document for Members and Directors respectively.

34B.2 The Code of Conduct will set out the expected standard of behaviour when Members and Directors deal with each other and third parties, and will outline culturally safe norms that are expected to eliminate lateral violence and culturally unsafe behaviour.

34B.3 The Code of Conduct will establish a process for the handling of Code of Conduct complaints, including mediation and training where appropriate.

34B.4 Breaches of the Code of Conduct may be referred to a Special General Meeting where the Members may in accordance with the process set out in section 150-35, remove the member alleged to have breached the Code of Conduct by passing a Special Resolution.

34B.5 The Directors may prepare and pass a Code of Conduct, however it, and any changes to it, must be presented to the next General Meeting held after its adoption for noting (in the case of rules specifically for Directors) and for Member approval by ordinary resolution (for all other matters).

	<p><b>34C. REGISTER OF INTERESTS</b></p> <p>34C.1 The Corporation must maintain a register of standing interests that may be considered a conflict of interest, as defined in clause 34C.3, of all Directors and senior employees of the Corporation (<b>Register of Interests</b>).</p> <p>34C.2 It must be an item of business for every meeting that the Register of Interests is reviewed, and that any undisclosed interests that arise be declared.</p> <p>34C.3 Conflicts of interest will arise where a person, a company they are connected to, or a close family member (eg. spouse (including de facto), sibling, parent, child, grandparent or grandchild (all including adopted family members)), is likely to benefit or suffer a detriment if a particular decision is (or isn't) made. The benefit does not need to be financial (<b>Conflict of interest</b>).</p> <p>34C.4 A person must not participate in a decision or be present for its discussion where they, an immediate family member, a business partner, employer or an organisation they are connected to has a direct Conflict of Interest (being a conflict of interest that relates to that person, their family member or related organisation are directly and specifically impacted by the Conflict of Interest).</p> <p>34C.5 A person must declare a Conflict of Interest, but do not need to excuse themselves from a discussion or voting on a decision where they would only benefit or suffer a detriment because they are part of a class of people who will all benefit or suffer a detriment equally due to the decision being made (or not being made), or where the decision will benefit a family member or close contact who is not an immediate family member or business partner.</p> <p>34C.6 If a person declares a Conflict of Interest but does not elect to absent themselves from the meeting, if a majority of the other participants in the meeting believe the conflict to be direct, they can by ordinary resolution require the conflicted individual to leave the meeting and not vote on the resolution.</p>
<p><b>SPECIAL RESOLUTION 7 Observers at a General Meeting</b></p>	<p>That the Constitution, as adopted pursuant to Special Resolution 1, be amended by inserting a new clause 35A with the following words:</p> <p><b>35A. OBSERVERS AT A GENERAL MEETING</b></p> <p>35A.1 An Observer is a person (other than a CEO), not a Member of the Corporation who is entitled to be present at the General Meeting in accordance with this clause 35A.</p> <p>35A.2 The Directors have the discretion to allow Observers to attend one or more meetings of the Corporation, either by application or by invitation of the Directors.</p> <p>35A.3 All applications to be an Observer must be in writing and addressed to the Board and otherwise comply with any requirements set by the Board from time to time.</p>



	<p>35A.4 The Board will develop eligibility criteria for becoming an Observer to assist it in exercising its discretion to decide whether to allow a person to be an Observer.</p> <p>35A.5 If the Board accepts an application from or invites an Observer to attend a general meeting of the Corporation, the Board must determine:</p> <p>35A.5.1 the obligations imposed on the Observer;</p> <p>35A.5.2 the rights that the Observer has with respect to the Corporation; and</p> <p>35A.5.3 how an Observer ceases to be an Observer.</p> <p>35A.6 Despite the acceptance or invitation of the Board for an Observer to attend a General Meeting, the Members may, by a resolution passed with the support of 75% of votes cast on that resolution, resolve to revoke the invitation for an Observer to be present at a General Meeting.</p>
<p><b>SPECIAL RESOLUTION 8</b> <b>Voting by Proxy</b></p>	<p>That the Constitution, as adopted pursuant to Special Resolution 1, be amended by deleting clause 36 replacing it with the following words:</p> <p style="text-align: center;"><b>36. NO VOTING BY PROXY<sup>1</sup></b></p> <p>36.1 The Corporation does not allow voting at meetings by Proxy.</p> <p>and that all consequential changes required to remove proxies from the Constitution be made.</p> <p>And that the following words be inserted as new clause 36A:</p> <p><b>36A. ACCEPTABLE WAYS TO VOTE</b></p> <p>36A.1 If deemed reasonably necessary and appropriate by the Board, voting on the election of Directors may be permitted:</p> <p>36A.1.1 by electronic means; or</p> <p>36A.1.2 by depositing by hand to a locked box in the Corporations' office (the keys of which the Returning Officer has safe custody), which may also be brought to remote community areas to facilitate the voting by people in those communities.</p> <p>provided that the Board implement reasonable and appropriate measures to ensure that the anonymity of each vote is preserved, and that measures are implemented to prevent people voting more than once. The manner of pre-voting will be determined by the Board</p>
<p><b>SPECIAL RESOLUTION 9</b> <b>Director Qualifications</b></p>	<p>That the Constitution, as adopted pursuant to Special Resolution 1, be amended by:</p> <ol style="list-style-type: none"> <li>1. deleting sub-clause 38.2.4 and 38.3.7; and</li> <li>2. deleting sub-clauses 39.2, 39.3, 39.4, 39.5, 39.6, 49.7, and 39.8,</li> </ol>

<sup>1</sup> For the avoidance of doubt, this clause 36 does not impact the CEO and his or her right to attend meetings in accordance with clause 68 (Special Resolution 9).

and inserting the following words:

- 39.2 Before a nomination to be a Director is accepted, the candidate must complete and submit to the Corporation a Candidate Statement.
- 39.3 A Director must not have at any time been found guilty (whether or not convicted) of an offence of:
- 39.3.1 sexual assault; or
  - 39.3.2 domestic violence; or
  - 39.3.3 assaulting a minor; or
  - 39.3.4 trafficking in a commercial quantity of illicit drugs.
- 39.4 A Director must not have been found guilty (whether or not convicted) of an offence of dishonesty, fraud or assault in the 60 months before the date of his or her appointment as a Director.
- 39.5 If a person has been a CEO or Director of another organisation (under any form of incorporation) that was determined by the Registrar to be under special administration in accordance with section 487-1 (or an equivalent provision of any other legislation) then that person is ineligible to apply for a position as a Director or CEO of the Corporation for a minimum period of 5 years from the date of the conclusion of the special administration, or as otherwise determined by unanimous vote of the Board.
- 39.6 A person presently under investigation by the Registrar, the Australian Securities and Investments Commission or the Australian Charities or Not For Profits Commission (or their successors) in connection with allegations of maladministration, failures of corporate governance or unlawful behaviour is not eligible to apply to be a Director until the conclusion of that investigation.
- 39.7 At all times, a Director must have a national police clearance (or South Australian state equivalent) not more than 24 months old. A candidate for appointment as a Director need not have such clearance, but must obtain a clearance within 20 Business Days after taking office, failing which he or she vacates office. If the police clearance discloses a conviction of the kind referred to in clauses 39.3 and 39.4, the Director shall be deemed to have resigned with immediate effect.
- 39.8 A Director must have completed a corporate governance training course of a kind at the time last approved by the Board in the past 24 months. A candidate for appointment as a Director need not have completed such course, but must complete such course within 180 Business Days after taking office, failing which he or she vacates office.
- 39.9 A Director must not have a member of his or her immediate family who holds a position (whether as an employee or contractor) with the Corporation as Chief Executive Officer, finance manager, clinical services manager or human resources manager, or any person holding a classification of or above Admin 6 Level 3 as defined in the Pika Wiya Health Service Aboriginal Corporation

	<p>Employees Enterprise Agreement (or equivalent as amended from time to time).</p> <p>39.10 Current employees of the Corporation are not entitled to hold office as a Director.</p> <p>39.11 If a Director enters into a contract of employment with the Corporation whilst holding office as a Director, they will be deemed to have resigned as a Director with immediate effect.</p> <p>39.12 A person may not apply to be a Director, nor be appointed as a Director, if they were an employee of the Corporation within the 12 month period prior to their application or appointment.</p> <p>39.13 No more than one person from an immediate family shall be eligible to be appointed or hold office as a director.</p> <p>39.14 In this clause <b>immediate family</b> means any living person related in any of the following ways: grandfather, grandmother, father, mother, husband, wife, de-facto, son, daughter, sister, brother or step-children (all including adopted family members). For the avoidance of doubt immediate family does not include relatives by marriage (other than spouses).</p> <p>39.15 A person who enters into a contract to provide goods or services to the Corporation valued at more than \$10,000 in any 12 month period, or who did so in the 12 month period prior to their proposed appointment or election to the Board is not eligible to be a Director. If a Director enters into a contract or contracts to provide goods or services to the Corporation valued at more than \$10,000 in any 12 month period shall vacate their position on the Board immediately.</p> <p>39.16 In the event that after their election or appointment as a Director a person ceases to be eligible to be a Director (or are found not to have been eligible at the date of their appointment or election) due to any matter contained in this clause 39, they shall be deemed to have resigned as a Director with immediate effect.</p>
<p><b>SPECIAL RESOLUTION 10 Remuneration of Directors</b></p>	<p>That the Constitution, as adopted pursuant to Special Resolution 1, be amended by inserting new sub-clauses to clause 51 as follows:</p> <p>51.2 The Directors are to be paid the remuneration (if any) the Corporation determines by special resolution of Members at a general meeting of the Corporation.</p> <p>51.3 A determination by the Corporation under this clause 51 shall:</p> <p>51.3.1 stipulate remuneration be payable per attendance by a Director at Board meetings, up to a maximum amount per Director per 12 months;</p> <p>51.3.2 differentiate between remuneration to the Chairperson and / or Deputy Chairperson, as against other Directors;</p> <p>51.3.3 require a report to be prepared by the Secretary recording attendance details of each Board meeting and have that report available at each Board meeting;</p> <p>51.3.4 be conditional upon the Corporation having sufficient funds on hand to pay the remuneration when due.</p>

	<p>51.4 Any remuneration that is payable per attendance by a Director at Board meeting will only be given to a Director who is present at a Board meeting for no less than 85% of the total time a Board meeting is convened.</p>
<p><b>SPECIAL RESOLUTION 11</b> <b>Role of Secretary and Contact person</b></p>	<p>That the Constitution, as adopted pursuant to Special Resolution 1, be amended by deleting clause 70 and replacing it with the following words:</p> <p><b>70. SECRETARY<sup>2</sup></b></p> <p>70.1 If the Corporation is registered as a large corporation, it must have at least 1 Secretary and this clause 70 applies.<sup>3</sup></p> <p>70.2 A Secretary is appointed by the Board.<sup>4</sup></p> <p>70.3 Absent other appointment, and subject to them giving consent, the CEO shall be the Secretary.</p> <p>70.4 An individual may not be appointed as a Secretary except after giving the Corporation a signed consent to act as a secretary.<sup>5</sup></p> <p>70.5 A Secretary holds office on the terms and conditions that the Board determines. Otherwise, a Secretary is subject to removal by the Board at any time.</p> <p>70.6 A Secretary must ensure the Corporation does not contravene any provisions of the Act specified in section 265-40(1).</p> <p>70.7 The Corporation must notify the Registrar of a Secretary's appointment and personal details within 28 days of being appointed.</p> <p><b>70A. CONTACT PERSON</b></p> <p>70A.1 If the Corporation is registered as small or medium corporation it is required to have a contact person and this clause 70A applies.</p> <p>70A.2 A contact person is appointed by the Board, and in absence of any contrary appointment shall be the CEO.<sup>6</sup></p> <p>70A.3 An individual may not be appointed as a contact person except after giving the Corporation a signed consent to act as contact person.<sup>7</sup></p> <p>70A.4 A contact person is required to pass on all communication for the Corporation to at least 1 Director within 14 days of being in receipt of such communication.</p>

<sup>2</sup> A Secretary is subject to many of the same statutory duties as apply to Directors and, in addition, has particular administrative duties under section 265-40(1). A Secretary must be an individual of at least 18 years of age (section 257-10(1)). By section 257-40 an act done by a Secretary may be valid even if their appointment is invalid.

<sup>3</sup> Section 257-5(1).

<sup>4</sup> Section 257-20.

<sup>5</sup> Section 257-15(1).

<sup>6</sup> Section 257-20.

<sup>7</sup> Section 257-15(2).

	<p>70A.5 The Corporation must notify the Registrar of the contact persons' appointment and personal details within 28 days of being appointed.</p>
<p><b>SPECIAL RESOLUTION 12</b> <b>Adoption of Policies</b></p>	<p>That the Constitution, as adopted pursuant to Special Resolution 1, be amended by inserting a new Part L with the following words:</p> <p style="text-align: center;"><b>PART L – POLICIES</b></p> <p><b>81. POLICIES</b></p> <p>81.1 To the extent not inconsistent with this Constitution or the Act, the Board by a resolution passed with the support of 75% of all Directors in office and entitled to vote on that resolution, may adopt and have implemented policies as to:</p> <ul style="list-style-type: none"> <li>81.1.1 the functioning of the Board;</li> <li>81.1.2 the conduct of a Director (as such);</li> <li>81.1.3 the roles and conduct of other officers;</li> <li>81.1.4 the roles and conduct of Members;</li> <li>81.1.5 the roles and functioning of any committees; and / or</li> <li>81.1.6 business rules of the Corporation.</li> </ul> <p>81.2 Each Director, Secretary and Member must conform to a policy so adopted and published by the Board, in so far as applicable to their respective powers and duties.</p> <p>81.3 Any policy in force may be modified or repealed:</p> <ul style="list-style-type: none"> <li>81.3.1 By a resolution supported by 75% of all Directors in office and entitled to vote on the matter; or</li> <li>81.3.2 by resolution of a General Meeting.</li> </ul>
<p><b>SPECIAL RESOLUTION 13</b> <b>Role of the CEO</b></p>	<p>That the Constitution, as adopted pursuant to Special Resolution 1 be amended by inserting new Part J with the following words:</p> <p style="text-align: center;"><b>PART J - OTHER OFFICERS</b></p> <p><b>86. CHIEF EXECUTIVE OFFICER</b></p> <p>86.1 The Board must (except where not reasonably practicable to do so) appoint, or take steps to appoint (such as undertaking a recruitment process), an individual to the office of Chief Executive Officer (CEO) of the Corporation for the period, and on the terms (including as to remuneration), as the Board sees fit.</p> <p>86.2 A CEO must not be a Director. If a CEO is appointed as a Director, the CEO vacates the office of CEO.</p> <p>86.3 The Board may revoke or vary an appointment of a CEO, subject to any agreement made between the CEO and the Corporation.</p>

	<p>86.4 The Board may delegate to a CEO any of the powers the Board can exercise.</p> <p>86.5 The Board may modify or revoke a delegation of powers on the CEO, subject to any agreement made between the CEO and the Corporation.</p> <p>86.6 The CEO may attend and speak at Board meetings and meetings of Members, but may be asked to leave a Board meeting where the Board wish to discuss matters relating to the CEO's performance, or in all meetings, any issue in which the Board believes the CEO has a conflict of interest.</p> <p>86.7 The CEO is responsible for the operational management and leadership of the Corporation, and is entitled to speak on the Corporation's behalf to third parties and Government agencies.</p> <p>86.8 The CEO or his or her delegate shall act as Returning Officer in all elections.</p> <p>86.9 The CEO shall liaise with the Chairperson between Board meetings to keep the Board apprised of any developments requiring Board attention.</p>
<p><b>SPECIAL RESOLUTION 14 Dispute Resolution</b></p>	<p>That the Constitution, as adopted pursuant to Special Resolution 1, be amended by deleting clause 88, and replacing it with the following words:</p> <p><b>88. DISPUTE RESOLUTION</b></p> <p>88.1 This clause 88 applies to disputes between the Corporation, any Members (as such) or any Directors (as such) or any combination of them (each a <b>party</b>, together the <b>parties</b>).</p> <p>88.2 If a dispute (<b>Dispute</b>) arises, the parties must meet promptly in-person at the registered office of the Corporation, or another location agreed between the parties, and discuss the matter in dispute, and, if possible, resolve the Dispute having regard to the spirit and objectives of the Corporation.</p> <p>88.3 If the Dispute is not resolved in accordance with clause 88.2 within 10 Business Days, then a party to the Dispute may give the Company written notice identifying the particulars of the Dispute (<b>Dispute Notice</b>), which must be provided to the Directors for review as soon as is practicable.</p> <p>88.4 If the Directors are unable to resolve the Dispute to the mutual satisfaction of the parties within 30 days after the Dispute Notice is given, then the Directors or either party to the Dispute may refer the matter to a General Meeting for the Members to resolve no later than 90 days after the Dispute Notice was served.</p>

	<p>88.5 The rules of natural justice must be observed in any dispute between the Corporation and any Member, Director, Secretary, CEO or employee of the Corporation.</p> <p>88.6 No party is entitled to commence or maintain legal proceedings relating to any Dispute until the processes outlined in this Constitution have been followed, except where that party sees urgent interlocutory or other urgent equitable relief.</p> <p>88.7 If a Dispute or any part of a dispute relates to an issue arising out of the meaning of any provisions of the Act or this Constitution, the Directors or any party to a Dispute may seek an opinion from the Registrar about the correct meaning of the relevant provision.</p> <p>88.8 The Registrar's opinion will not be binding on the parties to a Dispute.</p>
<p><b>SPECIAL RESOLUTION 15</b> <b>Typography</b></p>	<p>That upon adoption of all applicable Special Resolutions, the clause numbering and headings of the Constitution be adjusted so as to provide numerical consistency, together with the correction of any other typographical or non-substantive changes as the Board deem reasonably necessary.</p>