

**TABLE OF AMENDMENTS**  
**TO**  
**CONSTITUTION OF ENDEAVOUR FOUNDATION**

Following is a table of amendments to the Constitution of Endeavour Foundation as approved by Members at Annual General Meetings held on the dates specified.

Note: Constitution of Endeavour Foundation was adopted by Members on 30 November 2001

Date of AGM	Amendment as approved by Members
19/11/2010	<ul style="list-style-type: none"> <li>• That Rule 8.4 of the Constitution be amended to include the words 'provided that the number of Areas is not less than 5' immediately after the words 'from time to time'.</li> </ul>
19/11/2010	<ul style="list-style-type: none"> <li>• That Rule 8.3(4) of the Constitution be amended so that the words 'Costal North' are replaced with the words 'Sunshine Coast'.</li> <li>• That a new Rule 8.3(9) that reads as follows is inserted in the Constitution: 'Sydney.'</li> <li>• That Rule 8.3(7) be amended by deleting the word 'and'.</li> </ul>
27/11/2009	<ul style="list-style-type: none"> <li>• That the date of the Constitution as noted on the front page of the Constitution is amended to read 'Date of Inception: 30 November 2001'.</li> <li>• That the footer displayed on the bottom of each page of the Constitution is amended to read 'Constitution of Endeavour Foundation – Incorporating amendments as at 27/11/2009'.</li> <li>• That the Endeavour Logo that appears on the front page of the Constitution is replaced with the current logo being used by the organisation as at 27 November 2009 and which reads 'Endeavour Foundation – Opportunities for people with a disability'.</li> <li>• That Rules 2.1(15) and 82.3 of the Constitution are amended so that 'ACN 009 670 104' is replaced with 'ACN 009 670 704'.</li> <li>• That all references to alternate, annual general/general meeting, attorney, attorneys, board, by-laws, chair, chairperson, chief executive officer, committee, committees, common seal, company secretary, constitution, council, directors, executive officer, fee, fees, honorary life, law, life, manager, managers, member, office bearers, officer, officers, ordinary, rule, patrons, power of attorney, proxies, proxy, notice of meeting, secretary, vice-patrons, be amended throughout the Constitution so that those references begin with a capital letter.</li> <li>• That Rules 2.1(29), 30.1(2), 45.2, 45.2(3), 45.2(4) and 76.2 of the Constitution are amended so that the word 'vice' is replaced with the word 'Deputy'.</li> <li>• That the heading 'APPOINTMENT OF DIRECTORS BETWEEN AGMS' that appears immediately above Rule 31 of the Constitution and also in the Table of Contents of the Constitution, is amended so that 'AGMS' is replaced with 'ANNUAL GENERAL MEETINGS'.</li> <li>• That Rule 32.2 of the Constitution is amended to include the word 'receive' after the words 'entitled to'.</li> <li>• That Rule 42.1 of the Constitution is amended to include the words 'or electronic mail address' immediately after the words 'facsimile number'.</li> <li>• That Rule 42.4 of the Constitution is amended to include the words 'or electronic mail' immediately after the words 'A facsimile'.</li> </ul>

27/11/2009	<ul style="list-style-type: none"> <li>• That Rule 43.4(2) of the Constitution is amended to include the words 'or electronic mail address' immediately after the words 'facsimile number'.</li> <li>• That Rule 46.2 of the Constitution is amended to include the word 'Director' after the words 'who appointed the alternate', and also after the words 'so long as the alternate'.</li> <li>• That the current Rule 2.1(5) of the Constitution is renumbered to be Rule 2.1(14).</li> <li>• That the current Rules 2.1(6) to 2.1(8) of the Constitution are renumbered to be Rules 2.1(5) to 2.1(7).</li> </ul>
27/11/2009	<ul style="list-style-type: none"> <li>• That a new Rule 2.1(8) that reads as follows is inserted in the Constitution: “By-Laws” means the By-Laws of the Foundation approved in accordance with Rule 38.6;’</li> <li>• That a new Rule 2.1(10) that reads as follows is inserted in the Constitution: “Chief Executive Officer” means the person appointed in accordance with Rule 41;’</li> <li>• That the current Rules 2.1(10) to 2.1(12) of the Constitution are renumbered to be Rules 2.1(11) to 2.1(13).</li> <li>• That the current Rules 2.1(13) to 2.1(15) of the Constitution are <u>renumbered</u> to be Rules 2.1(15) to 2.1(17).</li> <li>• That a new Rule 2.1(18) that reads as follows is inserted in the Constitution: “Honorary Life Member” has the meaning given by Rule 15;’</li> <li>• That the current Rules 2.1(16) to 2.1(21) of the Constitution are renumbered to be Rules 2.1(19) to 2.1(24).</li> <li>• That a new Rule 2.1(25) that reads as follows is inserted in the Constitution: “Life Member” has the meaning given by Rule 10;’</li> <li>• That the current Rules 2.1(22) to 2.1(24) of the Constitution are renumbered to be Rules 2.1(26) to 2.1(28).</li> <li>• That a new Rule 2.1(29) that reads as follows is inserted in the Constitution: “Ordinary Member” has the meaning given by Rule 10;’</li> <li>• That a new Rule 2.1(30) that reads as follows is inserted in the Constitution: “Patrons” and/or “Vice-Patrons” means the persons appointed in accordance with Rule 8.2;’</li> <li>• That a new Rule 2.1(31) that reads as follows is inserted in the Constitution: “Proxy” has the meaning given by Rule 78.1 and is a person appointed in accordance with Rule 81;’</li> <li>• That the current Rules 2.1(25) to 2.1(29) of the Constitution are renumbered to be Rules 2.1(32) to 2.1(36).</li> <li>• That Rule 2.1(18) of the Constitution be deleted and replaced with the words 'Not Used'.</li> <li>• That Rule 2.1(19) of the Constitution be deleted and replaced with the words 'Not Used'.</li> <li>• That Rule 2.1(20) of the Constitution be deleted and replaced with the words 'Not Used'.</li> <li>• That Rule 28.2 of the Constitution be deleted and replaced with the words 'Not Used'.</li> <li>• That Rule 28.3 of the Constitution be deleted and replaced with the words 'Not Used'.</li> </ul>

27/11/2009	<ul style="list-style-type: none"> <li>• That Rule 27.1 of the Constitution be amended so the words 'Subject to rule 28.3 the' are deleted and replaced with the word 'The'.</li> <li>• That Rule 27.3 of the Constitution be amended so the words 'Subject to rule 28.3 the' are deleted and replaced with the word 'The'.</li> <li>• That Rule 28.4 of the Constitution be amended so the words 'Thereafter, the' is deleted and replaced with the word 'The'.</li> <li>• That Rule 28.5 of the Constitution be amended so the words 'Thereafter, the' is deleted and replaced with the word 'The'.</li> <li>• That Rule 28.8 of the Constitution be deleted.</li> </ul>
27/11/2009	<ul style="list-style-type: none"> <li>• That Rule 28.9 of the Constitution be deleted.</li> <li>• That Rule 28.10 of the Constitution be deleted.</li> <li>• That Rule 28.5 of the Constitution be amended so that the words 'for a term of 3 years or' are inserted immediately after the words 'shall hold office'.</li> <li>• That a new Rule 28.8 that reads as follows is inserted in the Constitution: 'Subject to Rules 28.5 to 28.7, following the completion of a 3 year term, the Board may, at its absolute discretion, re-appoint an Independent Director.'</li> <li>• That Rules 29.1 and 29.1(1) to 29.1(4) of the Constitution are deleted and replaced with the following new Rule 29.1: 'Unless provided otherwise in this Constitution, all Elected Directors shall hold their position until the end of the third Annual General Meeting following his or her election as an Elected Director.'</li> <li>• That the current Rule 29.1(5) of the Constitution is moved to the end of Rule 29 and renumbered as Rule 29.5.</li> <li>• That Rule 30.2 of the Constitution be deleted and replaced with the wording 'Not Used'.</li> <li>• That Rule 30.3 of the Constitution be amended so that the word 'Subsequent office' is deleted and replaced with 'Office'.</li> <li>• That Rule 2.1(28) of the Constitution be deleted.</li> <li>• That current Rule 2.1(29) of the Constitution be renumbered to be Rule 2.1(35).</li> <li>• That Rule 30.1(3) of the Constitution be deleted.</li> <li>• That the heading for Rule 10 of the Constitution be amended to include the words 'and Life Membership' after the words 'Ordinary Membership'.</li> <li>• That Rule 10.1 of the Constitution be amended to include the words 'or Life Membership' after the words 'Ordinary Membership' in the last sentence of that Rule.</li> <li>• That the following new Rule 10.4 be inserted in the Constitution: 'A Life Member once admitted has all the rights and privileges of an Ordinary Member and is otherwise subject to this Constitution.'</li> <li>• That Rule 14 of the Constitution be deleted and replaced with the wording 'Not Used'.</li> <li>• That Rule 87.1 of the Constitution be amended to include the words ', and each Honorary Life Member' so that it reads as follows: '87.1 Subject to Rules 88 and 89 at any General Meeting of Members, each Ordinary Member, each Life Member and each Honorary Life Member present has 1 vote on a show of hands and on a poll.'</li> <li>• That Rule 102.1 of the Constitution be amended so that the words 'and if required by Law, the Australian Securities &amp; Investments Commission, and any other regulated authority' are inserted immediately after the words 'The Australian Taxation Office'.</li> </ul>

27/11/2009	<ul style="list-style-type: none"> <li>• That Rules 103.1 and 103.2 of the Constitution are deleted and replaced with the following new Rules 103.1, 103.2 and 103.3: <ul style="list-style-type: none"> <li>'103.1 If the Foundation is wound up or if the endorsement of the Foundation as a Deductible Gift Recipient is revoked, the following assets remaining after payment of the Foundation's liabilities shall be transferred to a fund, authority or institution to which income tax deductible gifts can be made: <ul style="list-style-type: none"> <li>(a) Gifts of money or property for the principal purpose of the Foundation;</li> <li>(b) Contributions made in relation to an eligible fundraising event held for the principal purpose of the Foundation; and</li> <li>(c) Money received by the Foundation because of such gifts and contributions.</li> </ul> </li> <li>103.2 The Board may determine the identity of the institution or institutions for the purpose of Rule 103.1 at the time of dissolution.</li> <li>103.3 If the Board fails to determine the identity of the institution or institutions under Rule 103.2, the Supreme Court of Queensland may make that determination.'</li> </ul> </li> </ul>
29/11/2002	<p>"That the Endeavour Foundation modify its Constitution by inserting the following new rules 26.7 and 26A:</p> <p>26.7 Each Area Committee may determine the quorum for its Area Committee meetings. The quorum must be present at all times during the meeting.</p> <p>26A. Casual Vacancies, Additional Area Committee Members and Insufficient Area Committee Members.</p> <p>26A.1 The Area Committee may at any time appoint a person eligible to be appointed to an Area Committee to fill a casual vacancy so that the total number of Area Committee Members does not at any time exceed the number fixed by the Members in General Meeting for that Area under Rule 25.2.</p> <p>26A.2 Any Area Committee Member appointed under Rule 26.A1 holds office until the next Area Committee election. That member is then eligible to be elected to fill the vacancy in accordance with Rule 26.4(6). However, the Member who fills that vacancy at that Area Committee election only holds office until the Area Committee election at which the place of the Area Committee Member who created the vacancy would be, if not for the election, up for election.</p> <p>26A.3 In the event of a vacancy or vacancies in any Area Committee, the remaining Area Committee Members may act, but if the number of remaining Area Committee Members is not sufficient to constitute a quorum at a meeting of that Area Committee, they may act only for the purpose of increasing the number of Area Committee Members to a number sufficient to constitute a quorum."</p>