

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
25/11/2016	<p>“That</p> <p>(1) Rule 1.1 be amended by replacing ‘the Foundation’ with ‘Endeavour Foundation’ throughout the Constitution.”</p>
25/11/2016	<p>“That Rule 1.1 be amended as follows:</p> <p>(1) a definition of “Material Personal Interest” that reads as follows be inserted: ”Material Personal Interest” means the matter has ‘a capacity to influence the vote of a particular member or Director on the decision to be made’ (as defined in the Governance Institute of Australia’s Good Governance Guide as of 2016).’</p> <p>(2) a definition of “People we Support” that reads as follows be inserted: ”People We Support” means people formerly known as Clients who are recipients of support services provided by Endeavour Foundation including quality of life services of People with a Disability.’</p> <p>(3) the definition of “Stakeholders” be deleted and replaced with the following: ”Stakeholders” means stakeholders of Endeavour Foundation including but not limited to Directors, Members, people formerly known as Clients, People we Support, supported employees, parents of People we Support, Endeavour Foundation Support Groups, Supported Participant Groups, informal social support network, volunteers, staff, sponsors and the community.’</p> <p>(4) new Rule 2.2 (5) that reads as follows be inserted: ‘The rules and sections noted in brackets under the headings in this document refer to the relevant clauses noted in the Corporations Act 2001.’”</p>
25/11/2016	<p>“That</p> <p>(1) new paragraphs, as follows, be inserted under the ‘Objects’ heading of Rule 3: “Endeavour Foundation arose from and was formerly known as “The Queensland Sub-Normal Children’s Welfare Association” caring for the intellectually disabled, formed by a group of dedicated Queensland parents in 1951. Endeavour Foundation has progressively expanded to incorporate through life support to other types of disabilities.’</p> <p>(2) Rule 3.1 be replaced with the following: ‘3.1 The objects for which Endeavour Foundation is established are: (1) to further the interests of people with disabilities, in particular</p>

	<p>intellectual disabilities;</p> <p>(2) to harness the resources of the community to make a positive difference in the lives of people with disabilities;</p> <p>(3) to promote and to advocate for the dignity and general citizenship of people with disabilities;</p> <p>(4) to enable people with disabilities to achieve their full potential;</p> <p>(5) to enable people with disabilities and their families to voice their interest and concerns; and</p> <p>(6) through effective community partnership to be the provider of choice for people with disabilities.’</p> <p>(3) Rule 3.2 be replaced with the following:</p> <p>‘3.2 (1) Endeavour Foundation must pursue charitable purposes only in accordance with Rule 3.1 and must apply its income in promoting those purposes.</p> <p>(2) This does not limit the Endeavour Foundation Board from pursuing any lawful, commercial activity or mergers and acquisitions and/or partnerships for the purpose of achieving its objects and/or increasing assets and other financial advantage to enhance its abilities and pursue its objects.’</p>
25/11/2016	<p>“That</p> <p>(1) Rule 8.1 (4) be amended by inserting the words ‘or as prescribed by the Board in consultation with the National Council from time to time;’ at the end of the rule.</p> <p>(2) Rule 8.1 (6) be amended by replacing the word ‘powers and objects’ with ‘purposes and roles’</p> <p>(3) Rule 8.3 be amended by replacing the number ‘5’ with the wording ‘10 nationwide and in accordance with Rule 25.1’ at the end of the last sentence of the rule.”</p>
25/11/2016	<p>“That</p> <p>(1) Rule 9.1 be amended by inserting the following sentences at the end of the rule:</p> <p>‘If no Area is nominated the applicant will be allocated to the Area closest to their residential address. Remote and overseas applicants who do not nominate an Area will be allocated to the Office of the Company Secretary.’</p> <p>(2) The heading of Rule 9.4 (1) be amended by inserting the word ‘Individual’ before the word ‘Members’.</p> <p>(3) The following new Rule 9.4 (2) be inserted:</p> <p>‘(2) Corporate Member</p> <p>(a) a Corporate Member can nominate one individual as its representative;</p> <p>(b) a Corporate Member has the right to one vote.’</p> <p>(4) Rule 11.1 (5) be amended by inserting the words ‘or defaults to Rule 9.1 if no Area is nominated.’ at the end of the rule.</p> <p>(5) Rule 13.1 be replaced with the following:</p> <p>‘13.1 Each Member must promptly notify the Secretary in writing of any change in:</p>

	<p>(1) their eligibility to be a Member of Endeavour Foundation;</p> <p>(2) the Area in which the Member nominates to be registered; or</p> <p>(3) their name, address, facsimile or electronic mail address.’</p> <p>(6) Rule 14.1 be amended by inserting the words ‘or any of its subsidiary organisations,’ before the words ‘the Directors may grant’.</p> <p>(7) The following new Rule 16.2 (8) be inserted: ‘(8) in the case of a Corporate Member, in addition to the above requirements, the full name, address, facsimile number and electronic email address, if any, of its Nominated Representative.’</p> <p>(8) Rule 16.3 be replaced with the following: ‘Each Member must notify the Secretary of any change in accordance with Rule 13.1.’</p> <p>(9) The following new Rule 18.3 be inserted: ‘The Membership Fee payable by a Corporate Member of Endeavour Foundation is the sum determined by the Directors in consultation with the National Council.’</p> <p>(10) Rule 21.1 be replaced with the following: ‘21.1 A Member ceases to be a Member: (1) on the death of the Member; (2) if the Member is expelled under Rule 22; or (3) if the Member is not financial under Rule 19.1.’”</p>
25/11/2016	<p>“That</p> <p>(1) Rule 24A.1 be replaced with the following: ‘24A.1 The National Council was formed to enhance the continuous improvement of the governance of Endeavour Foundation as it expands its activities on a national basis and to strengthen the interaction of Endeavour Foundation with its growing stakeholder base. The National Council was established and convened in accordance with Rule 24A with effect 3 months from the close of the meeting of Members approving this Rule 24A.1.’</p> <p>(3) Rule 24A.2 be replaced with the following: ‘24A.2 Purpose The purpose for which the National Council was established is to assist Endeavour Foundation in the achievement of its objects as detailed in Rule 3 of the Endeavour Foundation Constitution and convened in accordance with this Rule 24A. The specific purposes for the National Council are: (1) to provide an avenue for Stakeholders to have input to the policies and the constitutional framework that underpins the governance of Endeavour Foundation, and provide advice and input to the Board on issues of strategic significance; (2) to provide an avenue for educating, informing and providing feedback to and from the Board and Executive Management to all Stakeholders, via the Area Committees; (3) to contribute to the improvement in overall governance</p>

	<p>arrangements of Endeavour Foundation; and</p> <p>(4) to provide a mechanism for incorporating additional stakeholders and organisations into Endeavour Foundation through mergers, acquisitions and organic growth.’</p> <p>(3) Rule 24A.3 be replaced with the following: ‘24A.3 Roles</p> <p>The National Council roles are:</p> <ol style="list-style-type: none"> (1) to provide a forum for ongoing review and involvement of the Stakeholders in the development of guidelines, processes, procedures and policies of Endeavour Foundation; (2) to discuss and make recommendations to the Board on issues relating to the matters referred to in Rule 24A.2; (3) to provide a national forum for discussion of issues relating to services, activities and support provided to individuals by Endeavour Foundation; (4) to assist the Board in monitoring the services, activities and support provided by Endeavour Foundation; (5) to educate, inform and provide feedback to the Stakeholders whilst preserving confidentiality on all commercially or strategically sensitive matters discussed at National Council; (6) to contribute to the advancement of Endeavour Foundation’s public image; (7) to consider and advise upon such other issues as are required under this Constitution to be referred to it by the Board; and (8) to consider such other issues as Endeavour Foundation Members in General Meeting require to be considered by the National Council.’ <p>(4) Rule 24A.4 be replaced with the following: ‘24A.4 National Council Members</p> <ol style="list-style-type: none"> (1) The National Council comprises of Members appointed in accordance with Rule 24C. (2) To give effect to the roles of the National Council, the Board and Executive Management shall provide supporting information relevant to the consideration of all matters under Rule 24A.3, on the basis that commercially or strategically sensitive matters must not be disclosed to any party outside the National Council.’ <p>(5) Rule 24A.9 be replaced with the following: ‘24.9 The minimum number of National Council Members to form a quorum at a meeting of the National Council is the number of Area Committees plus one.’</p> <p>(6) Rule 24A.10 be replaced with the following: ‘24A.10 The Endeavour Council, established and convened in accordance with former Rule 24, was dissolved and replaced by the National Council.’</p> <p>(7) Rule 24C.4 (3) be amended by inserting the words ‘or as prescribed by the Board in consultation with the National Council from time to time;’ at the end of the rule.</p> <p>(8) Rule 24H.1 be amended by:</p>
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	<ul style="list-style-type: none"> (i) replacing the word 'all' with the words 'a majority' (ii) replacing the word 'the' with the word 'their' when referring to a National Council Member's consent. <p>(9) Rule 24H.4 be replaced with the following: '24H.4 If the appointed minute taker for the National Council is not present at a technology meeting, Endeavour Foundation must provide a minute taker for the meeting.'</p> <p>(10) Rule 24L.3 be amended by replacing the words 'at the times and in the manner and adopting the procedures directed by the Board from time to time' with the words 'by following the due process'.</p> <p>(11) Rule 24L.3 (2) be amended by inserting the words 'in order to prepare a response.' at the end of the rule.</p> <p>(12) Rule 24O.1 be amended by inserting the words ', as soon as possible from time of the member becoming aware of such information.' at the end of the rule.</p> <p>(13) Rule 24O.2 be amended by:</p> <ul style="list-style-type: none"> (1) replacing the words 'be created in' with the words 'create a' (2) inserting the words ', as soon as possible from time of the member becoming aware of a conflict.' at the end of the rule. <p>(14) Rule 24P.1 be amended by inserting the words ', as soon as possible from time of the member becoming aware of a contract' at the end of the rule.</p> <p>(15) Rule 24P.1 (2) (c) be replaced with the following: '24P.1 (2) (c) the National Council Member is not immediately disqualified from the office of National Council, but may be asked to step aside from related discussions. However, the National Council Member may be disqualified by a secret ballot of at least a 2/3 majority of the National Council Members in attendance.'</p> <p>(16) Rules 24R.1 and 24R.2 be replaced with the following: '24R.1 A National Council Member may not receive any remuneration for his or her services in his or her capacity as a National Council Member of Endeavour Foundation.'</p>
25/11/2016	<p>"That</p> <ul style="list-style-type: none"> (1) the heading preceding Rule 25 be amended by inserting the words ', SUPPORT GROUPS AND FORUMS' after the words 'AREA COMMITTEES'. (2) Rule 25.1 be amended by inserting the following words at the end of the rule: 'as determined by the Board from time to time, also by determining and taking into consideration the geographical size of the Area, the number of Endeavour Foundation Members, Supported Employees and People we Support residing in that Area, any equity issues in relation to other Areas and in accordance with Rule 8.3.' (3) Rule 25.2 be amended by: <ul style="list-style-type: none"> (i) inserting the words 'and not less than 4 persons' immediately after the words 'more than 12 persons' (ii) replacing the words 'from time to time by ordinary resolution of the Members at General Meeting' with 'by the Board at its discretion.' (iii) inserting the words 'subject to the provisions of Rule 25.1.' at the end of

	<p>the rule.</p> <p>(4) Rule 25.3 (2) be amended by replacing the words ‘through the National Council’ with the words ‘directly, or through National Council Members’.</p> <p>(5) new Rule 25.3 (2) (i) that reads as follows be inserted: ‘25.3 (2) (i) ‘to assist this process, in conjunction with the Board, facilitate the formation and support of Endeavour Foundation Support Groups and Supported Participant Groups and to assist them in determining their role and functions relevant to Rules 25.3 (2) – 25.3 (11).’</p> <p>(6) Rule 25.3 (4) be replaced with the following: ‘25.3 (4) consult regularly with all Stakeholders as relevant on issues affecting Supported Employees, People we Support, their families and/or carers.’</p> <p>(7) Rules 25.3 (5), 25.3 (9) and 25.3 (10) be amended by inserting the word ‘, activities’ after the word ‘services’.</p> <p>(8) Rule 26.1 (2) be amended by inserting the words ‘, its subsidiaries and affiliates or any enterprise in which it has a material financial interest.’ at the end of the rule.</p> <p>(9) Rule 26.1 (2) be amended by adding the words ‘, its subsidiaries and associates or any enterprise in which it has a material financial interest’ after Foundation</p>
25/11/2016	<p>“That</p> <p>(1) Rule 27.1 be amended by replacing the words ‘3 nor’ with the words ‘5 or’</p> <p>(2) Rule 27.2 be amended by replacing the number ‘3’ with the number ‘5’</p> <p>(3) new Rule 27.3 (3) that reads as follows be inserted: ‘27.3 (3) the number of Elected Directors must exceed the number of Independent Directors by 1.’</p> <p>(4) Rule 28.5 be amended by replacing the words ‘Board in its absolute discretion from time to time’ with the words ‘Elected Directors in consultation with the Board Chair and National Council Chair’.</p> <p>(5) Rule 29.3 (2) be amended by inserting the following words at the end of the rule: ‘provided that the Area Committee does not already have a serving Elected Director;’</p> <p>(6) Rule 29.5 be amended by inserting the following words ‘with the exception of Casual Vacancies which will be appointed in accordance with Rule 31.1.’ at the end of the rule.</p> <p>(7) Rule 38.4 be replaced with the following: ‘38.4 The Board may pay reasonable expenses incurred in forming, promoting or sustaining Endeavour Foundation, upon receiving a written request for payment with substantiated receipts where relevant.’</p> <p>(8) The heading preceding Rule 41.1 be amended by replacing the words ‘Appointment and Powers’ with ‘Appointment, Powers and Remuneration’.</p>

	<p>(9) Rule 41.1 be amended by inserting the following words ‘, in consultation with the National Council,’ after the words ‘The Directors’, and replacing the words ‘(including as to remuneration) the Directors see fit’ with ‘in accordance with market standards and other factors as they deem appropriate’.</p> <p>(10) new Rule 41.5 that reads as follows be inserted: ‘41.5 Notwithstanding any other provision, the Board in consultation with the National Council may at its sole and absolute discretion determine the remuneration payable to the Chief Executive Officer in accordance with market standards and other factors as they deem appropriate.’</p> <p>(11) Rule 44.4 be replaced with the following: ‘44.4 If the approved minute taker for the Board is not present at a technology meeting Endeavour Foundation must provide a minute taker for the meeting.’</p> <p>(12) Rule 48.1 be amended by deleting the words ‘, however, no person that is a National Council Member may be a member of a Committee of Directors.’</p> <p>(13) Rule 52.2 be replaced with the following: ‘52.2 A Director who holds any office or possesses any property by which, whether directly or indirectly, duties or interests which might create a conflict with his or her duties or interests as Director must declare at a meeting of the Directors of Endeavour Foundation or by written notice to the Secretary of Endeavour Foundation as soon as possible from the time of becoming aware of the conflict, the fact and the nature, character and extent of the conflict.’</p> <p>(14) Rule 53.1 be amended by inserting the words ‘as soon as possible from the time of becoming aware of the interest’ at the end of the first paragraph.</p> <p>(15) Rule 53.1(2) (c) be replaced with the following: ‘53.1(2) (c) the Director may be required to step down from the office of Director at the discretion of the Board.’</p> <p>(16) Rule 55.1 be replaced with the following: ‘55.1 A Director may not receive any remuneration for his or her services in his or her capacity as a Director of Endeavour Foundation.’</p> <p>(17) Rules 55.2 and 55.3 be deleted.</p>
25/11/2016	<p>“That</p> <p>(1) the definition of ‘Deputy Chairman’ in Rule 2.1 be amended by replacing the words ‘has the meaning in accordance with’ with the words ‘means the Office Bearer referred to in’.</p> <p>(2) (2) Rule 9.4 (2) be renumbered to Rule 9.4 (3) and Rule 9.4 (3) be renumbered to Rule 9.4 (4).</p> <p>(3) Rule 10.2 be amended by deleting the words ‘so long as they pay the annual Membership Fee as and when it falls due shall be entitled to the use of Member services at the cost specified from time to time by the Directors’ and replacing with the words ‘financial in accordance with the prevailing Membership Fee requirements,’.</p> <p>(4) Rule 16.2 (6) be amended by deleting the word ‘and’ at the end of the rule.</p> <p>(5) Rule 16.2 (7) be amended by adding the word ‘and;’ at the end of the rule.</p>

- (6) Rules 18.3, 18.4 and 18.5 be renumbered to Rules 18.4, 18.5 and 18.6.
- (7) Rule 24A.6 be amended by replacing the word 'entitled' with the words 'eligible to' in the first sentence.
- (8) Rule 24C.1 be replaced with the following:
'24C.1 If a National Council Member's term on an Area Committee has expired, in accordance with Rule 24B, that person cannot continue to serve as a National Council Member. The relevant Area Committee will then be required to appoint a replacement National Council Member, in accordance with Rule 24F, for the remainder of the retiring National Council Member's term.'
- (9) the heading of Rule 24D be amended to read 'Rotation of the appointment of National Council Members'
- (10) Rule 24D be amended by replacing the word 'take' with the word 'takes' in the first sentence.
- (11) Rule 24G.1 be replaced with the following:
'24G.1 The National Council must meet at least 2 times in each year, for the discharge of their role and duties and may otherwise convene meetings as they deem appropriate.'
- (12) Rule 24G.3 be replaced with the following:
'24G.3 A minimum of 1/3 of the total number of National Council Members may call a meeting of the National Council through the Secretary at any time to address their specific issues.'
- (13) Rule 24K.2 be replaced with the following:
'24K.2 The National Council Chairperson has a casting vote if necessary in addition to any vote he or she has as a National Council Member. The National Council Chairperson has the discretion both as to whether to use the casting vote and as to the way in which it is used.'
- (14) the heading above Rule 24L be amended by deleting the word 'AND' and replacing with the word 'OR'.
- (15) the sub-heading at Rule 24L be amended by deleting the word 'and' and replacing with the word 'or'.
- (16) Rule 26B.1 be amended by inserting the word 'other' after the words 'In addition to'.
- (17) Rule 27.3 (1) be amended by deleting the word 'and' following the semi-colon.
- (18) Rule 27.3 (2) be amended by deleting the full stop and replacing with a semi-colon and the word '; and'
- (19) Rule 35.1 (2) be replaced with the following:
'35.1 (2) if the Alternate Director is required to vacate the office of Director; or'.
- (20) Rule 35.1 (3) be amended by replacing the words 'left at' with the word 'to'.
- (21) Rule 38.3 be amended by replacing the word 'which' with the word 'that'.
- (22) Rule 38.6 be amended by replacing the words 'not inconsistent' with the word 'consistent'.

	<p>(23) Rule 39.1 be amended by:</p> <ul style="list-style-type: none"> (i) inserting the words 'appropriately qualified' after the words 'The Directors may appoint any' (ii) replacing the words 'see fit' with the words 'deem appropriate to the task.' <p>(24) Rules 18.6, 39.2, 41.2, 43.1, 66.1 and 73.1 be amended by replacing the words 'see fit' with the words 'deem appropriate'.</p> <p>(25) Rule 41.4 be amended by replacing the word 'other' with the word 'appropriate' after the words 'Directors may appoint any'</p> <p>(26) Rule 47.2 be amended by replacing the word 'a' with the word 'the' after the words 'The Chair has'.</p> <p>(27) Rule 67.2 be amended by replacing the word 'which' with the word 'that'.</p> <p>(28) Rule 67.4 be amended by replacing the word 'that' when referring to the representative's questions with the word 'their'.</p> <p>(29) Rule 94.2 be amended by replacing the word 'a' when referring to the Chair's discretion with word 'the'."</p>
22/11/2013	<p>"That</p> <ul style="list-style-type: none"> (1) the heading preceding Rule 24 be deleted and replaced with "National Council"; (2) Rule 24 be deleted and renamed to "Not Used"; (3) the definition of "Endeavour Council" in Rule 2.1 be deleted; (4) new Rules 24A to 24T that read as follows be inserted: <ul style="list-style-type: none"> "24A. National Council 24A.1 With effect 3 months from the close of the meeting of Members approving this Rule 24A.1, the National Council is established and convened in accordance with this Rule 24A. 24A.2 The objects for which the National Council is established are: <ul style="list-style-type: none"> (1) improving the overall governance arrangements of the Foundation; (2) providing a mechanism for incorporating additional stakeholders and organisations into the Foundation through, mergers, acquisitions and organic growth; and (3) providing an avenue for Stakeholders to have input into strategy, Annual Budget, policy and constitutional change. 24A.3 The National Council is responsible for: <ul style="list-style-type: none"> (1) providing a forum for ongoing review and involvement of the Stakeholders in the development of guidelines, processes, procedures and policies of the Foundation; (2) discussing and make recommendations to the Board on issues relating to the matters referred to in Rule 24A.2; (3) providing a national forum for discussion of issues relating to services and support for individuals provided by the Foundation; (4) assisting the Board in monitoring the services and supports provided by the Foundation; (5) educating, informing and providing feedback to the

	<p>Stakeholders;</p> <p>(6) advancing the Foundation’s public image; and</p> <p>(7) considering such other issues as the Members in General Meeting may from time to time require to be considered by the National Council.</p> <p>24A.4 The National Council comprises of Members appointed in accordance with Rule 24C (“National Council Members”).</p> <p>24A.5 No person may be a National Council Member unless that person is an Area Committee Member.</p> <p>24A.6 A Director is not entitled to be a National Council Member.</p> <p>24A.7 No sooner than 2 years after the date the changes to this Constitution are adopted by the Members in General Meeting to include the Rules relating to the National Council, either the Board or the National Council may convene a meeting of Members to consider, by special resolution, whether to remove or amend the Rules in this Constitution relating to the National Council.</p> <p>24A.8 If neither the Board nor the National Council convene a meeting under Rule 24A.7, the Rules in this Constitution relating to the National Council continue to apply.</p> <p>24A.9 The minimum number of National Council Members is the number of Area Committees plus one.</p> <p>24A.10 With effect 3 months from the close of the meeting of Members approving this Rule 24A the Endeavour Council established and convened in accordance with former Rule 24 is dissolved and replaced with the National Council.</p> <p>24B Tenure of the National Council Members</p> <p>24B.1 Unless otherwise provided in this Constitution, subject to Rules 24C and 24L, each of the National Council Members hold office for a term of 2 years from the date of their appointment under Rule 24C.</p> <p>24B.2 Subject to Rules 24C and 24M, the number of terms that a National Council Member may serve is not limited.</p> <p>24B.3 The National Council Members are appointed in accordance with Rule 24C.</p> <p>24C Appointment of National Council Members</p> <p>24C.1 If a National Council Member would otherwise, by virtue of Rule 24B, serve on the National Council for a period that exceeds their term on the relevant Area Committee, then that National Council Member must retire from the National Council at the expiry of their term on the relevant Area Committee. A replacement National Council Member may be appointed by the relevant Area Committee, in accordance with Rule 24F, for the balance of the term for which the retiring National Council Member would, but for this Rule 24C.1, have held office.</p> <p>24C.2 The appointment of the National Council Members takes place at the times and in the manner and adopting the procedures directed by the Board from time to time provided that, in each case, the appointment takes place in the following manner:</p> <ol style="list-style-type: none"> (1) each Area Committee Chairperson is automatically entitled to be appointed to the National Council; (2) if an Area Committee Chairperson does not accept the appointment to the National Council, their position on the National Council is filled in accordance with paragraph (3); (3) each Area Committee is entitled to appoint no more than 2 Area Committee Members from its own number to be National Council
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Members; and

- (4) All appointments of National Council Members must be in writing and:
 - (a) signed by the appointee consenting to their appointment; and
 - (b) delivered to and lodged with the Secretary not less than 21 days prior to the date fixed for the holding of the Annual General Meeting at which the appointment of the National Council Members is to be made effective.

24C.3 The Board must ensure that the results of the appointment of National Council Members are announced at the relevant Annual General Meeting.

24C.4 If an Area Committee election is held under Rule 26:

- (1) the Area Committee Chairperson is automatically entitled to be appointed to the National Council;
- (2) if the Area Committee Chairperson does not accept the appointment to the National Council, their position on the National Council is filled in accordance with paragraph (3);
- (3) the Area Committee is entitled to appoint no more than 2 Area Committee Members from its own number to be National Council Members; and
- (4) such appointment is subject to the Rule 24C.2.

24D Rotation of appointment of National Council Members

The rotation of appointment of the National Council Members take place in the following manner:

- (1) half of the Initial National Council Members (rounded to the nearest whole number), hold their position for the period of approximately 1 year from the adoption of this amended Constitution and then retire from the National Council;
- (2) half of the Initial National Council Members (rounded to the nearest whole number), hold their position for approximately 2 years from the adoption of this Constitution and then retire from the National Council;
- (3) each Area Committee determines which of their appointed National Council Members retire, and in which order, under sub-Rules (1) and (2) of this Rule 24D;
- (4) thereafter, unless provided otherwise in this Constitution, all National Council Members hold their position for the period of approximately 2 years following his or her appointment to the National Council;
- (5) appointments are in accordance with Rule 24C.2 to fill all vacancies on the National Council; and
- (6) all retiring National Council Members are eligible for re-appointment.

24E National Council Office Bearers

24E.1 The National Council Office Bearers are:

- (1) National Council Chairperson; and
- (2) National Council Deputy Chairperson.

24E.2 National Council Office Bearers are elected by the National Council Members from among their number at the first meeting of the National Council held after each Annual General Meeting of the Foundation.

24E.3 The National Council Members present must elect one of their number to act as Chair of the meeting for the purpose of the election.

24E.4 The election of National Council Office Bearers takes place in the following manner:

- (1) Each National Council Member standing for election as a National Council Office Bearer must be proposed orally or in writing by another National Council Member.
- (2) If a National Council Member stands for election for more than 1 position as a National Council Office Bearer, separate nominations must be received in respect of each position.
- (3) If there is only 1 candidate for election to any National Council Office Bearer position that person is declared elected to that position.
- (4) If there is more than 1 candidate for election to any National Council Office Bearer position, a vote by show of hands must be held among the candidates. The candidate receiving the greatest number of votes cast in his or her favour is declared elected to that position.
- (5) In the case of an equality of votes in respect of any position, a further vote by show of hands must be held immediately, but if there is still an equality of votes the successful candidate must be determined by lot.

APPOINTMENT OF NATIONAL COUNCIL MEMBERS BETWEEN ANNUAL GENERAL MEETINGS

24F Casual vacancies, additional National Council Members and insufficient National Council Members

24F.1 The relevant Area Committee may by resolution, appoint a person qualified to be a National Council Member to fill a casual vacancy so that the total number of National Council Members does not at any time exceed the number fixed in accordance with this Constitution.

24F.2 Any appointment to fill a vacancy on the National Council must be lodged with the Secretary in accordance with Rule 24C.2(4).

NATIONAL COUNCIL MEETINGS

24G Meetings of National Council

24G.1 The National Council must meet at least 2 times in each year, for the discharge of their role and duties and may otherwise adjourn and otherwise regulate their meetings as they see fit.

24G.2 The minutes of any meeting of the National Council must state the method of meeting and the persons present.

24G.3 A National Council Member may at any time, and the Secretary must, on the requisition of not less than 1/3 of the total number of National Council Members, call a meeting of the National Council.

24G.4 Reasonable notice of every National Council meeting and the nature of business to be addressed must be given to each National Council Member except that it is not necessary to give notice of a meeting of the National Council to any National Council Member who:

- (1) has been given special leave of absence; or
- (2) is absent from Australia and has not left a facsimile number or electronic mail address at which he or she may be given notice.

24G.5 Any notice of a meeting of the National Council must be given in writing, whether by facsimile, electronic mail or other accepted means of visual communication.

	<p>24H Use of technology at meeting of National Council</p> <p>24H.1 A National Council meeting may be held using any telephone, teleconference or any other technology consented to by all of the National Council Members. The consent may be a standing one. A National Council Member may only withdraw the consent within a reasonable period before the meeting.</p> <p>24H.2 If a National Council meeting is held using any technology and all of the National Council Members take part in the meeting, they are deemed to have consented to the use of the technology for that meeting.</p> <p>24H.3 The following provisions apply to a technology meeting:</p> <ol style="list-style-type: none"> (1) each of the National Council Members taking part in the meeting must be able to hear and be heard by each of the other National Council Members taking part in the meeting; and (2) at the commencement of the meeting, each National Council Member must announce his or her presence to all the other National Council Members taking part in the meeting. <p>24H.4 If the Secretary is not present at a technology meeting, one of the National Council Members present must take minutes of the meeting.</p> <p>24H.5 A National Council Member may not leave a technology meeting by disconnecting his or her link to the meeting unless that National Council Member has previously notified the National Council Chairperson of the meeting.</p> <p>24H.6 A National Council Member is conclusively presumed to have been present and to have formed part of a quorum at all times during a technology meeting unless that National Council Member has obtained the express consent of the National Council Chairperson to leave the meeting.</p> <p>24I Chairing National Council meetings</p> <p>24I.1 The National Council Chairperson is the Chair of all meetings of the National Council.</p> <p>24I.2 At a meeting of the National Council if:</p> <ol style="list-style-type: none"> (1) no National Council Chairperson has been appointed as provided by Rule 24E; or (2) the Chairperson is not present within 10 minutes after the time appointed for the holding of the meeting or is unwilling to act; <p>the Deputy Chairperson is the Chair of the meeting, but if:</p> <ol style="list-style-type: none"> (3) no National Council Deputy Chairperson has been appointed as provided by Rule 24E; or (4) the Deputy Chairperson is not present within 10 minutes after the time appointed for the holding of the meeting or is unwilling to act; <p>the National Council Members present must appoint a National Council Member who is present to Chair the meeting.</p> <p>24J Quorum</p> <p>24J.1 The quorum for a National Council meeting is half the number of the then current National Council Members rounded up to the nearest whole number of National Council Members entitled to vote. The quorum must be present at all times during the meeting.</p> <p>24K Passing of National Council Members' recommendations</p> <p>24K.1 A resolution of the National Council must be passed by a majority of the votes cast by National Council Members entitled to vote on the</p>
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recommendation.

- 24K.2 The National Council Chairperson has a casting vote if necessary in addition to any vote he or she has as a National Council Member. The Chair has a discretion both as to whether to use the casting vote and as to the way in which it is used.

REMOVAL AND RESIGNATION OF NATIONAL COUNCIL MEMBERS

24L Removal and resignation of National Council Members

- 24L.1 The Members may, by resolution at General Meeting, remove a National Council Member from that position on the National Council.
- 24L.2 A National Council Member may resign as a National Council Member by giving a written notice of resignation to the Foundation at its registered office.
- 24L.3 A National Council Member may be removed from the National Council at the times and in the manner and adopting the procedures directed by the Board from time to time provided that, in each case, the removal takes place in the following manner:
- (1) each Area Committee may by resolution, where not less than half the number of the Area Committee Members plus one are in attendance, remove a National Council Member appointed by that Area Committee; and
 - (2) a National Council Member who is removed by resolution under Rule 24L.3(1) must be given written notice of the proposed resolution not less than 7 days prior to the relevant Area Committee meeting.

24M Vacation of position as a National Council Member

- 24M.1 The position of a National Council Member becomes vacant if the National Council Member:
- (1) becomes bankrupt or suspends payment or compounds with his or her creditors;
 - (2) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the Law relating to mental health;
 - (3) ceases to be qualified as a National Council Member under Rules 24A.5 or 24A.6; or
 - (4) is removed or resigns by resolution in accordance with Rule 24L.

NATIONAL COUNCIL MEMBERS' INTERESTS

24N Prohibition on being present or voting

- 24N.1 Except where permitted by the Law, a National Council Member who has a material personal interest in a matter that is being considered at a meeting of the National Council:
- (1) must not be counted in a quorum;
 - (2) must not vote on the matter; and
 - (3) must not be present while the matter is being considered at the meeting.
- 24N.2 If a National Council Member who has a material personal interest in a matter that is being considered at a meeting of the National Council is not prohibited by the Law from being present at the meeting and voting, the National Council Member may be present, be counted in

the quorum and may be heard but may not vote on the matter.

24O National Council Member to disclose interests

24O.1 A National Council Member who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Foundation must, as soon as practicable after the relevant facts have come to the National Council Member's knowledge, declare the nature of the interest at a meeting of the National Council or by written notice to the Secretary of the Foundation.

24O.2 A National Council Member who holds any office or possesses any property by which, whether directly or indirectly, duties or interests might be created in conflict with his or her duties or interests as a National Council Member must declare at a meeting of the National Council or by written notice to the Secretary of the Foundation the fact and the nature, character and extent of the conflict.

24O.3 For the purposes of Rules 24O.1 and 24O.2, a National Council Member's interest or any conflict must be disregarded if it arises from or relates solely to:

- (1) a guarantee to be given by the National Council Member (or by persons including the National Council Member or by a body corporate of which the National Council Member is a member or officer) in respect of a loan to the Foundation; or
- (2) the position of the National Council Member as a Director of a related body corporate.

24P Effect of Interest in Contract

24P.1 If a National Council Member has an interest in a contract or proposed contract with the Foundation (other than as a Member), or a conflicting interest or duty in relation to any other matter being considered by the National Council, and the National Council Member discloses the nature and extent of the interest or duty at a meeting of the National Council or by written notice to the Secretary of the Foundation:

- (1) the contract may be entered into; and
- (2) if the disclosure is made before the contract is entered into:
 - (a) the National Council Member may retain benefits under the contract even though the National Council Member has an interest in the contract;
 - (b) the Foundation cannot void the contract merely because of the existence of the interest; and
 - (c) the National Council Member is not disqualified from the office of National Council Member.

24P.2 For the purposes of Rule 24P.1, "**contract**" includes an arrangement, dealing or other transaction.

24Q Other Interests

24Q.1 Without limiting Rule 24N or Rule 24O, a National Council Member may to the extent permitted by the Law have an interest in any operation, undertaking or business undertaken or assisted by the Foundation or in which the Foundation is or may be interested.

REMUNERATION OF NATIONAL COUNCIL MEMBERS

24R National Council Members' remuneration

24R.1 Subject to Rule 24R.2, a National Council Member may receive any remuneration determined by the Board from time to time for his or her services in his or her capacity as a National Council Member of the

Foundation.

24R.2 The remuneration referred to in Rule 24R.1 is only effective if and when a resolution for such remuneration is passed by the Members by a majority of 2/3 of the votes cast by Members entitled to vote on the resolution.

24S National Council Members' expenses

24S.1 The Foundation may pay the National Council Members' reasonable travelling and other expenses that they properly incur:

- (1) in attending National Council meetings;
- (2) in attending any General Meetings of the Foundation; and
- (3) in connection with the Foundation's business.

24S.2 The Board must approve the process for the payment of all expenses that the Foundation makes to its National Council Members under Rule 24S.1.

24T Financial benefit

24T.1 To the extent, if any, required by the Law, a National Council Member must ensure that the requirements of the Law are complied with in relation to any financial benefit given by the Foundation to the National Council Member or to any other related party of the National Council Member.”;

- (5) Rule 25.3(2) be amended by deleting the words “Endeavour Council” and replacing with the words “National Council”;
- (6) Rules 25.3(3), 25.3(9) and 25.3(10) be amended by inserting the words “and the National Council” following the word “Board”;
- (7) Rule 27.4 be deleted and replaced with the following:
“No person may be a Director:
 - (1) unless that person is a Member of the Foundation; and
 - (2) if that person is a National Council Member.”;
- (8) Rule 67.1(3) be amended by deleting the word “and” immediately following “,”;
- (9) Rule 67.1(4) be amended by inserting the word “and” immediately following “,”;
- (10) new Rule 67.1(5) that reads as follows be inserted:
“the announcement of the results of the appointments made by the Area Committees to the National Council.”;
- (11) a definition of “National Council” that reads as follows be inserted:
“**National Council**” means the council established under Rule 24A.”;
- (12) a definition of “National Council Chairperson” that reads as follows be inserted:
“**National Council Chairperson**” means the person appointed under Rule 24E.”;
- (13) a definition of “National Council Deputy Chairperson” that reads as follows be inserted:
“**National Council Deputy Chairperson**” means the person appointed under Rule 24E.”;
- (14) a definition of “National Council Members” that reads as follows be inserted:
“**National Council Members**” has the meaning in accordance with Rule 24A.”;
- (15) a definition of “National Council Office Bearers” that reads as follows be inserted:
“**National Council Office Bearers**” has the meaning in accordance with Rule

	24E.”
22/11/2013	<p>“That</p> <ol style="list-style-type: none"> (1) Rule 8.1(1) be amended to delete “(see Rules 8.3 and 9)” and replaced with “(see Rule 9”; (2) new Rule 8.1(4) that reads as follows be inserted: “each Area Committee is entitled to appoint no more than 2 Area Committee Members to be National Council Members (see Rule 24C).”; (3) Rules 8.1(4) and 8.1(5) be re-numbered to Rules 8.1(5) and 8.1(6) respectively; (4) re-numbered Rule 8.1(5) be amended by deleting the: <ol style="list-style-type: none"> (a) words “shall be” and insert the word “is”; (b) word “and” following the “,”; (5) re-numbered Rule 8.1(6) be deleted and replaced with a new Rule 8.1(6) that reads: “the National Council has the powers and objects set out in Rule 24A; and”; (6) new Rule 8.1(7) that reads as follows be inserted: “Areas have the names that the Board may give from time to time under Rule 8.3.”; (7) Rules 8.3 and 8.4 of the Constitution be deleted and replaced with: “The Board may, after consulting with the National Council, determine that: <ol style="list-style-type: none"> (1) the boundaries of an Area be amended; (2) an Area ceases; (3) a new Area is added; (4) two or more Areas are combined; or (5) the name of an Area is changed; provided that the number of Areas is not less than 5.”
22/11/2013	<p>“That</p> <ol style="list-style-type: none"> (1) a heading “Area Committees” be inserted before Rule 25; (2) a definition of “Area Committee Chairperson” that reads as follows be inserted: “Area Committee Chairperson” has the meaning in accordance with Rule 26.6.”; (3) the definition of “Area Committee Members” be amended to: (4) Rule 26.3 be deleted and replaced with the following: “26.3 With effect from the date of the meeting of Members approving the adoption of this Rule 26.3, an Area Committee established under Rules 8.3(1), 8.3(3) and 8.3(4) shall consist of the persons (“Initial Area Committee Members”): <ol style="list-style-type: none"> (1) appointed for that purpose by the Board; or (2) elected under Rule 26.5.”; (5) Rule 26.1(2) be amended by inserting the words: <ol style="list-style-type: none"> (1) “by way of contract or consultancy” after the word “engaged”; and (2) “on a fulltime or part time basis” after the word “employed”; (6) Rule 26.4(1) be amended by deleting the words “from the adoption of this Constitution” and replacing with the words “until the first Area Committee

	<p>election to be held following their initial appointment”;</p> <p>(7) Rule 26.4(2) be amended by deleting the words “from the adoption of this Constitution” and replacing with the words “until the second Area Committee election to be held following their initial appointment”;</p> <p>(8) Rule 26.4(3) be amended by deleting the words “from the adoption of this Constitution” and replacing with the words “until the third Area Committee election to be held following their initial appointment”;</p> <p>(9) Rule 26.6 be amended by inserting (“Area Committee Chairperson”) after the words “Each Area Committee shall elect a Chairperson”; and</p> <p>(10) new Rule 26B that reads as follows be inserted:</p> <p>“26B Removal of Area Committee Members</p> <p>26B.1 In addition to provisions set down in this Constitution and in the By-Laws, a position on an Area Committee becomes vacant if the:</p> <p>(1) Area Committee Member who holds the position is absent from 3 consecutive meetings of the Area Committee without special leave of absence from the Area Committee; and</p> <p>(2) Area Committee resolves that the Area Committee Member’s position is vacant.</p> <p>26B.2 If the position on the Area Committee that becomes vacant under Rule 26B.1 is not the Area Committee Chairperson:</p> <p>(1) the relevant Area Committee Chairperson will write to the Area Committee Member to notify the Area Committee Member of the decision; and</p> <p>(2) a copy of the minutes of the meeting at which the resolution was passed and a copy of the letter to the outgoing member are to be forwarded to the Secretary.</p> <p>26B.3 If the position on the Area Committee that becomes vacant under Rule 26B.1 is the Area Committee Chairperson, on receipt of the minutes of the meeting at which the resolution was passed, the Chairman of the Board will write to the relevant Area Committee Chairperson to notify that Area Committee Chairperson of the decision made by the Area Committee.”</p>
22/11/2013	<p>“That</p> <p>(1) the words “under Rule 9.4(1)” be inserted immediately after the words “of the Foundation” in Rule 9.3(1)”; and</p> <p>(2) Rules 9.4(1) to 9.4(4) be deleted and replaced with:</p> <p>“(1) Members</p> <p>Members are the persons who;</p> <p>(a) once admitted in accordance with Rules 10.1 and 10.2, pay the annual Membership Fee as and when it falls due; or</p> <p>(b) once admitted in accordance with Rules 10.1 and 10.3, pay a once only Life Membership Fee which is twenty-times the annual Membership Fee; or</p> <p>(c) are granted Honorary Life Membership in accordance with Rule 14.</p> <p>(2) Affiliates</p> <p>Affiliates are the persons who;</p> <p>(a) are admitted as Affiliate Adults in accordance with Rule 15.1; or</p> <p>(b) are admitted as Affiliate Youths in accordance with Rule 15.2;</p> <p>(3) such other categories of Membership as may be created from time to</p>

	<p style="text-align: center;">time by the Directors of the Foundation.”</p> <p>(3) the heading of Rule 10 be deleted and replaced with “Application for Membership”;</p> <p>(4) Rule 10.1 be amended by deleting the words “Ordinary Membership or Life Membership of the Foundation” and replacing with “Membership of the Foundation under Rules 9.4(1)(a) and 9.4(1)(b)”;</p> <p>(5) Rule 10.2 be deleted;</p> <p>(6) Rules 10.3 and 10.4 be re-numbered to Rules 10.2 and 10.3 respectively;</p> <p>(7) re-numbered Rule 10.2 be amended by deleting the words “An Ordinary” and replaced with “A”, and by deleting the word “Foundation” and replaced with “Directors” after “time to time by the”;</p> <p>(8) re-numbered Rule 10.3 be amended to delete the words “an Ordinary” and replaced with “a”;</p> <p>(9) Rule 11.1 be amended to delete the words “Ordinary Membership or Life”;</p> <p>(10) Rule 11.1(4) be amended to insert the words “determined under Rule 17” immediately after the words “Application Fee (if any)” and to insert the words “determined under Rule 18” immediately after the words “Membership Fee”;</p> <p>(11) Rules 11.2 and 11.3 be deleted; (12) Rules 13.2 and 13.3 be deleted;</p> <p>(13) Rule 14 be deleted and Rule 15 be re-numbered to Rule 14;</p> <p>(14) re-numbered Rule 14.2 be amended to delete the words “Rule 15.1” and replaced with “Rule 14.1”;</p> <p>(15) re-numbered Rule 14.3 be amended to insert the words “under Rule 10.2” immediately after the word “Membership”;</p> <p>(16) new Rules 15, 15.1 and 15.2 that read as follows be inserted:</p> <p style="margin-left: 2em;">“15. Affiliates</p> <p style="margin-left: 2em;">15.1 Affiliate Adult</p> <p style="margin-left: 4em;">(1) Any individual who;</p> <p style="margin-left: 6em;">(a) is employed at or accesses a service of the Foundation, or their nominated carer or parent;</p> <p style="margin-left: 6em;">(b) is not less than 18 years or age; and</p> <p style="margin-left: 6em;">(c) is supportive of the objects of the Foundation;</p> <p style="margin-left: 4em;">shall be admitted as an Affiliate Adult of the Foundation.</p> <p style="margin-left: 4em;">(2) No Application Fee or Membership Fee shall apply to an Affiliate Adult.</p> <p style="margin-left: 4em;">(3) An Affiliate Adult shall be entitled to the use of Member services at the cost specified from time to time by Directors, but shall not be entitled to receive formal notification of any General Meeting of the Foundation, nor be entitled to vote at any General Meeting of the Foundation, nor be eligible for election or appointment to any of the Foundation’s Area Committees.</p> <p style="margin-left: 4em;">(4) An Affiliate Adult shall be entitled to apply for Membership of the Foundation in accordance with Rules 10 and 11 of the Constitution.</p> <p style="margin-left: 4em;">(5) Any individual who is admitted as an Affiliate Adult shall be entitled to this category of Membership for a minimum of 12 months provided that the Affiliate Adult, or the person for whom they are the nominated carer or parent, remains employed at or continues to access a service of the Foundation.</p>
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15.2 **Affiliate Youth**

- (1) Any individual who;
 - (a) is of school age and is less than 18 years of age; and
 - (b) is supportive of the objects of the Foundation;may apply to be admitted as an Affiliate Youth of the Foundation.
- (2) Any application for Affiliate Youth for any individual who is under the age of 14 years at the date of application, shall require the permission of the applicant's parent or guardian.
- (3) No Application Fee or Membership Fee shall apply to an Affiliate Youth.
- (4) An Affiliate Youth shall be entitled to the use of Member services at the cost specified from time to time by the Directors, but shall not be entitled to receive formal notification of any General Meeting of the Foundation, nor be entitled to vote at any General Meeting of the Foundation, nor be eligible for election or appointment to any of the Foundation's Area Committees.
- (5) An Affiliate Youth shall be entitled to this category of Membership until that person attains the age of 18 years, at which time that person shall be entitled to apply for Membership of the Foundation in accordance with Rules 10 and 11 of the Constitution."

(17) Rule 16.2(6) be deleted;

(18) Rules 16.2(7) and 16.2(8) be re-numbered as Rules 16.2(6) and 16.2(7) respectively;

(19) Rule 16.3 be amended by deleting the words "and Nominated Representative";

(20) Rule 17.1 be amended by inserting the words "or Affiliate" immediately after the words "Honorary Life Member";

(21) Rule 18.3 be amended to insert the word "annual" immediately before "Membership Fees" and to delete the words "for Ordinary Members";

(22) Rule 18.4 be amended to delete the words "to Ordinary Membership" and replace with the words "as a Member";

(23) Rule 21.1 be amended to delete the words "who is an individual";

(24) Rule 21.2 be deleted and replaced with the new Rules 21.2 and 21.3 that read:

"21.2 An Affiliate Adult shall cease:

- (1) if the employment of, or access of a service, by an individual under Rule 15.1(1)(a) ceases;
- (2) on the death of an Affiliate Adult who is the nominated carer or parent, or upon the Secretary being advised in writing of a change to the nominated carer or parent; or
- (3) if the Affiliate Adult applies for and is admitted as a Member of the Foundation in accordance with Rules 10 and 11, or is granted Honorary Life Membership of the Foundation; or
- (4) if the Affiliate Adult is expelled under Rule 22.1.

21.3 An Affiliate Youth shall cease:

- (1) if the Affiliate Youth attains the age of 18 years; or
- (2) on the death of the Affiliate Youth; or
- (3) if the Affiliate Youth is expelled under Rule 22.1.";

(25) the heading of Rule 22 be amended to insert the words "**and Affiliates**" after

	<p>the words “Expulsion of Members”;</p> <p>(26) Rule 22.1 be amended to insert the words “or Affiliate” immediately after the words “If any Member”;</p> <p>(27) Rule 22.1(2) be amended to insert the words “or Affiliate” immediately after the words “is unbecoming of a Member”;</p> <p>(28) Rule 22.1 be amended to insert the words “or Affiliate” immediately after the words “expel the Member”;</p> <p>(29) the definition of “Member” in Rule 2.1 be amended to insert the words “in accordance with Rule 9.4(1).” immediately following the words “of the Foundation”;</p> <p>(30) the definition of “Ordinary Member” in Rule 2.1 be deleted;</p> <p>(31) the definition of “Corporate Member” in Rule 2.1 be deleted;</p> <p>(32) a definition of “Membership” that reads as follows be inserted into Rule 2.1: “Membership” has the meaning given by Rule 9.4.”;</p> <p>(33) a definition of “Affiliate” that reads as follows be inserted into Rule 2.1: “Affiliate” has the meaning given by Rule 9.4(2).”;</p> <p>(34) the definition of “Honorary Life Members” be amended to delete the words “Rule 15” and replaced with the words “Rule 14”.</p>
22/11/2013	<p>“That</p> <p>(1) Rule 18.1 be deleted and replaced with a new Rule 18.1 that reads: “The annual Membership Fee payable by a Member of the Foundation in accordance with Rule 10.2 is the sum determined by the Directors in consultation with the National Council.”;</p> <p>(2) Rule 18.2 be deleted and replaced with the new Rules 18.2 and 18.3 to read as follows: “18.2 The Membership Fee for a Life Member is twenty- times the annual Membership Fee under Rule 18.1 and is payable once only upon being admitted to Life Membership. 18.3 The Membership Fee payable by an Honorary Life Member or Affiliate is nil.”;</p> <p>(3) Rules 18.3 and 18.4 be re-numbered to Rules 18.4 and 18.5 respectively.”</p>
22/11/2013	<p>“That</p> <p>(1) the numbering of the definitions in Rule 2.1 be removed and definitions are inserted in alphabetical order;</p> <p>(2) all “Not Used” paragraphs in Rule 2.1 be deleted;</p> <p>(3) all “,” at the end of each defined term in Rule 2.1 be deleted and replaced with “.”;</p> <p>(4) a definition of “Officer” that reads as follows be inserted: “Officer” has the meaning given by section 9 of the Law and includes Area Committee Members and National Council Members.”;</p> <p>(5) Rule 63 be deleted and renamed to “Not Used”.”;</p> <p>(6) a definition of “Office Bearer” that reads as follows be inserted: “Office Bearer” has the meaning in accordance with Rule 30.”;</p> <p>(7) the definition of “Delegates” in Rule 2.1 be deleted;</p> <p>(8) the definition of “Nominated Representative” in Rule 2.1 be deleted;</p>

	<p>(9) a definition of “Annual Budget” that reads as follows be inserted: “Annual Budget” means the proposed budget for the Foundation for the next financial year.”;</p> <p>(10) the definition of “Areas” be amended to delete the words “Rule 8.3” and replaced with the words “Rule 8.”;</p> <p>(11) the definition of “Deputy Chairperson” in Rule 2.1 be amended to delete the words “means the Office Bearer referred to” and replaced with “has the meaning in accordance with”;</p> <p>(12) the definition of “Secretary” be amended to delete the word “and” immediately after the words “Secretary of the Foundation”.</p>
22/11/2013	<p>“That</p> <p>(1) all references to “business day” be amended so that those references begin with a capital letter;</p> <p>(2) “(Cth)” be inserted in the defined term “Law” after the words “Corporations Act 2001”;</p> <p>(3) that Rule 11.1(4) be amended to delete the “.” immediately following “and”;</p> <p>(4) the word “reasonable” be inserted into Rule 5.3(2) after the words “the reimbursement of”;</p> <p>(5) the word “reasonable” be inserted into Rule 38.4 after the words “the Board may pay all”;</p> <p>(6) Rule 41.3 be amended by:</p> <p>(1) inserting the word “of” after the words “an appointment” in Rule 41.3(1);</p> <p>(2) deleting the word “an” after “any of the powers conferred on” and a “,” be inserted after “on” in Rule 41.3(2); and</p> <p>(3) “a Chief Executive Officer.” follows subparagraph (2) as an un-numbered paragraph;</p> <p>(7) the word “reasonable” be inserted into Rule 56.1 after the words “Despite Rule 55 the Foundation may pay the Directors’ travelling and other”;</p> <p>(8) Rule 48.1 be amended by inserting the following sentence at the end of the Rule: “ Such Committees will adopt charters relevant to the composition, responsibility and administration of such Committees, however, no person that is a National Council Member may be a member of a Committee of Directors.”;</p> <p>(9) Rule 66.2 be amended by deleting the words “at least once in every calendar year” and replacing with “within 6 months after the end of the reportable financial year”;</p> <p>(10) the footer displayed on the bottom of each page of the Constitution be amended to read “Constitution of Endeavour Foundation – Incorporating amendments as at 22 November 2013”;</p> <p>(11) The heading above Rule 1 be amended to delete the words “Corporations Law” and “Foundation Limited by Guarantee” and replaced with “Company Limited by Guarantee”.</p>
19/11/2010	<ul style="list-style-type: none"> • 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’.
19/11/2010	<ul style="list-style-type: none"> • That Rule 8.3(4) of the Constitution be amended so that the words ‘Costal North’ are replaced with the words ‘Sunshine Coast’. • That a new Rule 8.3(9) that reads as follows is inserted in the Constitution: ‘Sydney.’

	<ul style="list-style-type: none"> • That Rule 8.3(7) be amended by deleting the word 'and'.
27/11/2009	<ul style="list-style-type: none"> • 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'. • 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'. • 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'. • 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'. • 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. • 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'. • 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'. • That Rule 32.2 of the Constitution is amended to include the word 'receive' after the words 'entitled to'. • That Rule 42.1 of the Constitution is amended to include the words 'or electronic mail address' immediately after the words 'facsimile number'. • That Rule 42.4 of the Constitution is amended to include the words 'or electronic mail' immediately after the words 'A facsimile'.
27/11/2009	<ul style="list-style-type: none"> • That Rule 43.4(2) of the Constitution is amended to include the words 'or electronic mail address' immediately after the words 'facsimile number'. • 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'. • That the current Rule 2.1(5) of the Constitution is renumbered to be Rule 2.1(14). • 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).
27/11/2009	<ul style="list-style-type: none"> • 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;’ • 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;’ • 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). • 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). • That a new Rule 2.1(18) that reads as follows is inserted in the Constitution:

	<p>“Honorary Life Member” has the meaning given by Rule 15;’</p> <ul style="list-style-type: none"> • 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). • 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;’ • 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). • 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;’ • 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;’ • 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;’ • 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). • That Rule 2.1(18) of the Constitution be deleted and replaced with the words 'Not Used'. • That Rule 2.1(19) of the Constitution be deleted and replaced with the words 'Not Used'. • That Rule 2.1(20) of the Constitution be deleted and replaced with the words 'Not Used'. • That Rule 28.2 of the Constitution be deleted and replaced with the words 'Not Used'. • That Rule 28.3 of the Constitution be deleted and replaced with the words 'Not Used'.
27/11/2009	<ul style="list-style-type: none"> • 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’. • 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’. • That Rule 28.4 of the Constitution be amended so the words 'Thereafter, the' is deleted and replaced with the word 'The'. • That Rule 28.5 of the Constitution be amended so the words 'Thereafter, the' is deleted and replaced with the word 'The'. • That Rule 28.8 of the Constitution be deleted.
27/11/2009	<ul style="list-style-type: none"> • That Rule 28.9 of the Constitution be deleted. • That Rule 28.10 of the Constitution be deleted. • 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'. • 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.' • 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.'

	<ul style="list-style-type: none"> • That the current Rule 29.1(5) of the Constitution is moved to the end of Rule 29 and renumbered as Rule 29.5. • That Rule 30.2 of the Constitution be deleted and replaced with the wording 'Not Used'. • That Rule 30.3 of the Constitution be amended so that the word 'Subsequent office' is deleted and replaced with 'Office'. • That Rule 2.1(28) of the Constitution be deleted. • That current Rule 2.1(29) of the Constitution be renumbered to be Rule 2.1(35). • That Rule 30.1(3) of the Constitution be deleted. • That the heading for Rule 10 of the Constitution be amended to include the words 'and Life Membership' after the words 'Ordinary Membership'. • 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. • 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.' • That Rule 14 of the Constitution be deleted and replaced with the wording 'Not Used'. • 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.' • That Rule 102.1 of the Constitution be amended so that the words 'and if required by Law, the Australian Securities & Investments Commission, and any other regulated authority' are inserted immediately after the words 'The Australian Taxation Office'.
27/11/2009	<ul style="list-style-type: none"> • 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: '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: (a) Gifts of money or property for the principal purpose of the Foundation; (b) Contributions made in relation to an eligible fundraising event held for the principal purpose of the Foundation; and (c) Money received by the Foundation because of such gifts and contributions. 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. 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.'
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>
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