

5.6 Circulating resolutions by Members

The Company may pass a resolution (other than a resolution under section 329 of the Corporations Act to remove an auditor) without a general meeting being held if all the Members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.

5.7 Inadvertent omissions

If some formality required by this constitution is inadvertently omitted or is not carried out, the omission does not invalidate anything, including any resolution or appointment, which but for the omission would have been valid unless it is proved to the satisfaction of the Directors that the omission has directly prejudiced any Member financially. The decision of the Directors is final and binding on all Members.

5.8 Altering the constitution

- (a) Subject to 5.8(b), this constitution shall not be altered except by special resolution in accordance with the Corporations Act.
- (b) The Members must not pass a special resolution that amends this constitution if passing it causes the Company to no longer be a charity or negatively impacts upon the Company's tax status.

6. Committees of Directors

- (a) The Board of Directors may form any committee it deems appropriate and delegate any of its powers and functions to a committee.
- (b) The committee must exercise the delegated powers and functions in accordance with any directions of the Board of Directors.

7. Advisory Groups

- (a) The Board of Directors may establish advisory groups to advise on specialist knowledge areas.
- (b) The functions of the advisory group will be decided by the Board of Directors.
- (c) The Board of Directors will establish a Local Advisory Board in each Participating Division to advise on local region matters and to ensure a strong local presence.
- (d) The Board of Directors may specify:
 - (i) the manner in which proceedings of an advisory group are conducted;
 - (ii) the matters which the advisory group must consider in carrying out its functions; and
 - (iii) any other matters concerning the advisory group or its functions that the Board of Directors decide.

8. By-Laws

- (a) The Board of Directors may pass a resolution to make such by-laws for the proper advancement and management of the Company and the advancement of the objects.
- (b) Members and Directors must comply with by-laws as if they were part of this constitution.

9. General

- (a) Each Member submits to the non-exclusive jurisdiction of the Supreme Court of Victoria, the Federal Court of Australia and the courts which may hear appeals from those courts.
- (b) Any part of this constitution which is prohibited or unenforceable in any place is, in that place, ineffective only to the extent of that prohibition or unenforceability.