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# **Certificate IV in Aboriginal and Torres Strait Islander Governance**

**Module 3**

## **Learner Manual**

**BSBFNG405 Review and apply the constitution in an Aboriginal and  
Torres Strait Islander organisation**

**COMMONWEALTH OF AUSTRALIA**

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## Contents

Introduction .....	4
The Constitution of an Organisation .....	4
Legal Requirements for a Constitution .....	4
Company .....	4
Associations in NSW .....	5
Co-operatives in NSW .....	6
Aboriginal and Torres Strait Islander Corporations .....	8
Review Current Organisational Activities and the Constitution .....	9
Community Consultation .....	10
Funding Body Requirements .....	10
Review Activities of the Board in relation to the Constitution .....	10
Seeking Legal Support and Advice when Needed .....	10
Confirm Formal Documentation of Changes .....	11
Cultural Context of Governance and Constitutions .....	12
Indigenous Governance .....	13
The Importance of Indigenous Governance .....	14
Sample Constitutions .....	16

## Introduction

This Learner Manual addresses the Unit of Competency *BSBFNG405 Review and apply the constitution* in an Aboriginal and Torres Strait Islander organisation.

The Learning Objectives are:

- Describe the purpose of the constitution of an organisation.
- Summarise the legal requirements for a constitution of an organisation.
- Summarise the process of changing a Constitution
- Distinguish between Indigenous governance and organisational governance.

## The Constitution of an Organisation

A Constitution is a legal set of rules by which organisations operate. Board members exercise powers in accordance with the corporation's Constitution. The Constitution is sometimes referred to as the Rule Book.

An organisation needs to make decisions on the rules that will govern the running of the organisation. This way, it is clear to members and to any individuals and other organisations that it does business with, exactly what the organisation does, who owns its assets and who is responsible for making legal decisions on behalf of the organisation.

When these rules are determined and written down the document is known as the constitution of the organisation. The constitution should be readily available to members and other interested parties.

It is important that members and office bearers are familiar with the constitution or 'the rules' of an incorporated organisation.

Every new member should be provided with access to (or their own copy) of the constitution and the organisation needs to ensure that new members understand the constitution and that being a member means abiding by the rules it contains.

## Legal Requirements for a Constitution

The following examples of organisations that may have a Constitution, may have different requirements according to the type of incorporation.

### Company

A company's internal management may be governed by:

- Provisions of the Corporations Act 2001 that apply to the company - known as replaceable rules.
- A constitution, or
- A combination of both.

The constitution is a contract between:

- The company and each member.
- The company and each director.
- The company and the company secretary, and
- A member and each other member.

A company can adopt a constitution before or after registration. If it is adopted before registration, each member must agree (in writing) to the terms of the Constitution. If a constitution is adopted after registration, the company must pass a special resolution to adopt the Constitution<sup>1</sup>

### Changing a Company Constitution

A company can change or repeal its constitution by passing a special resolution. A special resolution needs at least 28 days' notice for publicly listed companies and 21 days' notice for other company types. For the resolution to pass, at least 75% of the votes cast must be in favour.<sup>2</sup>

### Associations in NSW

Every incorporated association must have a Constitution. This can be the Model constitution or the association's own constitution, which is recorded in the public register of incorporated associations, maintained by NSW Fair Trading.

The constitution must address each of the matters referred to in Schedule 1 of the Associations Incorporation Act 2009 (the Act), as follows:

- **Membership qualifications:** The requirements, if any, to become a member.
- **Register of members:** The register of the association's members including fees, subscriptions etc. Any entrance fees, subscriptions and other amounts, if any, to be paid by the members.
- **Members liabilities:** A member's liability, if any, towards the debts and liabilities of the association.
- **Disciplining of members:** The procedure, if any, for disciplining members, including an appeals process.
- **Internal disputes:** The procedure for the resolution of disputes between members and between members and the association.
- **Committee:** The composition, functions and processes of the committee, including:
  - The election or appointment of the committee members.
  - The terms of office of the committee members.
  - The maximum number of consecutive terms of office of any office-bearers on the committee.

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<sup>1</sup> <https://asic.gov.au/for-business/registering-a-company/steps-to-register-a-company/constitution-and-replaceable-rules/>

<sup>2</sup> <https://asic.gov.au/for-business/registering-a-company/steps-to-register-a-company/constitution-and-replaceable-rules/>

- The circumstances in which a committee member has to vacate office.
- The filling of casual vacancies on the committee, and
- The quorum (minimum number of members required at a meeting) and procedures to be followed at committee meetings.
- **Calling of general meetings:** The procedure for calling and holding a general meeting and the intervals between meetings.
- **Notice of general meetings:** The process for notifying members of a general meeting and notices of motion.
- **Procedure at general meetings:** The quorum, procedure and requirements for conducting a general meeting, and whether members are entitled to vote by proxy.
- **Postal or electronic ballots:** The types of resolutions that may be voted on by a postal or electronic ballot.
- **Sources of funds:** The sources of the association's income.
- **Management of funds:** How the association's funds are to be managed and the procedure for drawing and signing cheques on behalf of the association.
- **Custody of books etc:** Who is responsible for the association's books, documents and securities.
- **Inspection of books etc:** The procedures for the inspection of books and documents by members.
- **Financial year:** The association's financial year.
- **Winding up:** The winding up of the association.

A representative of the association must certify that the constitution complies with the requirements of the Act, including the above matters, when registering the association and when registering changes to the Constitution<sup>3</sup>

### Changing an Association's Constitution

An association may change its constitution by passing a special resolution. The change must be consistent with the Act and the rest of the Constitution<sup>4</sup>

### Co-operatives in NSW

A co-operative's rules must provide for the matters included in Schedule 1 of the Co-operative National Law (CNL). The rules may contain other provisions appropriate for an individual co-operative as long as those provisions are not contrary to the co-operatives legislation.

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<sup>3</sup> <https://www.fairtrading.nsw.gov.au/associations-and-co-operatives/associations/starting-an-association/about-the-constitution>

<sup>4</sup> <https://www.fairtrading.nsw.gov.au/associations-and-co-operatives/associations/starting-an-association/about-the-constitution>

A co-operative can adopt its own rules or the model rules. A co-operative can include some or all of the relevant model rules in its own rules.

Co-operatives should carefully consider its proposed rules to ensure they suit their operations and meet the requirements of Schedule 1.

### **Active membership provisions**

The co-operative's rules must include active membership provisions. These set out the co-operative's primary activity/activities and what a member has to do to be an active member.

A co-operative's primary activity is:

- Either by itself or together with another activity, the basic purpose for which the co-operative exists.
- Makes a significant contribution to the business of the co-operative, i.e. It contributes at least 10% to the turnover, income, expenses, surplus or business of the co-operative.

Members of a co-operative must satisfy the active membership requirements in the co-operative's rules in order to be entitled to vote and to retain their membership. The active membership requirements must:

- Be reasonable when considered in relation to the activities of the co-operative as a whole.
- Be clear, repetitive and measurable, and
- Clearly define the period in which a member is required to use or support an activity or to maintain a relationship with the co-operative. For example, members must undertake specified obligations each financial or calendar year.

For non-distributing co-operatives an obligation to pay a regular subscription to be applied to a primary activity of the co-operative is sufficient to establish active membership of the co-operative.

For distributing co-operatives, the active membership provisions must require a member to use an activity of the co-operative for carrying on a primary activity together with any other provisions approved by the Registrar.

A co-operative must keep records to enable it to identify which of its members are active.

### **Changing a Co-operatives Constitution**

In most cases a co-operative can only amend its rules or adopt new rules by passing a special resolution with a two-thirds majority (or a higher majority if required in the co-operative's rules).

In very limited circumstances a board of a co-operative may pass a resolution amending the rules. This may only occur where an amendment is giving effect to a requirement, direction, restriction or prohibition imposed or given under the CNL.<sup>5</sup>

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<sup>5</sup> <https://www.fairtrading.nsw.gov.au/associations-and-co-operatives/co-operatives/running-a-co-operative/co-operative-rules>

## Aboriginal and Torres Strait Islander Corporations

Aboriginal and Torres Strait Islander groups can incorporate under the Corporations (Aboriginal and Torres Strait Islander) Act 2006 (CATSI Act). As a corporation, they must create and abide by a constitution (the rule book).

An Aboriginal and Torres Strait Islander corporation must have a written constitution, which at a minimum:

- Sets out the corporation's name and objectives.
- Sets out a dispute resolution mechanism for disputes internal to the corporation.

The constitution may also:

- Modify or replace some or all of the 'replaceable rules', and/or
- Add other rules, provided they are workable and consistent with the Act
- Change the way some of the set laws work for the corporation.

The corporation's constitution is effectively a contract:

- Between the corporation and each member.
- Between the corporation and each director and corporation secretary.
- Between a member and each other member.

### Replaceable rules

The CATSI Act adopts a framework of rules that can be replaced similar to the Corporations Act 2001. These rules can be adopted as is or replaced with a rule that better suits the corporation's own needs and circumstances. The replaced rule cannot simply state that the replaceable rule does not apply—it must cover the subject matter of that rule.

They allow corporations to adopt good governance procedures or tailor their rule book to their particular circumstances.

### Set laws

The set laws apply to all corporations and cannot be changed like a replaceable rule because they are part of the CATSI Act. They cover things that are essential for ensuring good governance, such as members being able to ask directors to call a general meeting.

### Optional rules

Corporations can create extra rules that suit their circumstances, as long as they comply with the CATSI Act.

### Changing an Aboriginal and Torres Strait Islander Corporations Constitution

For the corporation to change its constitution, the following steps must be complied with:

- The corporation must pass a special resolution effecting the change.
- If, under the corporation's constitution, there are further steps that must also be complied with to make a change, those steps must be complied with
  - The corporation must lodge certain documents under rule 20.2.



- The registrar must make certain decisions in respect of the change and, if appropriate, must register the change<sup>6</sup>

## Review Current Organisational Activities and the Constitution

It's good business practice to review your rule book regularly and before your AGM is ideal. This is because if you want to make changes to your rules, they must be approved by members passing a special resolution. (A special resolution is passed when 75 per cent of the members present and voting at the AGM agree to the proposal.)

Preparation of various aspects of organisational activities and the Constitution will require planned timeframes. There needs to be sufficient lead time for consulting with external expert advisors and approvals, well in advance of an AGM.

Over time your corporation naturally evolves which means your business activities and how you run them can change too. This is also an opportunity to review staff position descriptions so that they align with organisational goals and the Constitution

Rule books should be updated to:

- Say what the corporation does. The objectives in your rule book need to reflect the business of your corporation.
- Set out how your corporation is to be run. If your rule book sets out certain requirements you must follow them, even if they're out of date. This is why it's so important that your rule book keeps in step with the way your corporation wants to work, the requirements of members and directors, and how decisions are made.

Some rule books have been around for a long time. Corporations set their rules when they first register. Some still have the Registrar-initiated rule book from when they transitioned from the old Aboriginal Councils and Associations Act 1976 to the Corporations (Aboriginal and Torres Strait Islander) Act 2006. Those rule books are probably now out of date.

Some reasons for making changes to your rule book are to:

- Improve the way the corporation is run, how decisions are made, or the process for electing directors.
- Add new activities into the corporation's objectives.
- Open up membership to another language group or geographical area.
- Add the use of technology to hold directors' and members' meetings (e.g. Teleconference) or distribution of documents to members by email.
- Make the rules easier to read and understand.
- Fix a minor error or problem that was missed the last time the rules were updated.<sup>7</sup>

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<sup>6</sup> [https://www.oric.gov.au/sites/default/files/documents/06\\_2013/Rule%20book\\_info-kit\\_June\\_2011.pdf](https://www.oric.gov.au/sites/default/files/documents/06_2013/Rule%20book_info-kit_June_2011.pdf)

<sup>7</sup> <https://www.oric.gov.au/publications/newsletters/2015/august-2015-does-your-rule-book-need-spring-clean>

## Community Consultation

Proposed changes to the constitution should be communicated to the community through a process of consultation. It is vital that this consultation is done appropriately and with the right community members, especially including Elders, for it to be successful. Consultation may include repeated visits to communities. Proposed changes to the constitution need to be explained to the community, along with the possible effects they may have. Community members should be given time to consider the proposed change and have an opportunity to respond with questions and feedback.

## Funding Body Requirements

Many corporations registered under the Corporations (Aboriginal and Torres Strait Islander) Act 2006 (the CATSI Act) receive funding from state and territory governments and Commonwealth government agencies. The CATSI Act makes a number of improvements that are relevant to funding bodies—such as encouraging better governed and more sustainable corporations and providing for improved risk management by funding bodies and corporations.

Under the CATSI Act funding bodies and creditors are better able to protect assets through strengthened rights as an interested party. For example, corporations and creditors can use the external administration provisions of the Corporations Act:

- voluntary administration
- receiver and liquidator provisions
- applications to a court to seek an order to protect assets<sup>8</sup>

## Review Activities of the Board in relation to the Constitution

It is good business practice to review the implementation of the constitution regularly and before your AGM is ideal. These review processes require appropriate lead time to ensure they are completed in time for the AGM.

Matters to be reviewed would include:

- Elections.
- Membership.
- Conduct of meetings.
- Reporting.

## Seeking Legal Support and Advice when Needed

Organisations, whether on the initiative of management or by board resolution, often take external professional or consultancy advice on matters under consideration by the organisation and/or its board. This can include legal, accounting and financial advice. The advice may be for the benefit of the organisation generally, or even only for the benefit of the board discretely from management; for example, in the performance of its oversight role of management, the board may need advice independent of any affiliation with management.

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<sup>8</sup> [https://www.oric.gov.au/sites/default/files/documents/08\\_2014/factsheet\\_funding-bodies\\_%2812\\_0084%29.pdf](https://www.oric.gov.au/sites/default/files/documents/08_2014/factsheet_funding-bodies_%2812_0084%29.pdf)

In terms of seeking external professional advice, the following good governance practice is recognised:

- On occasions, the entire board may wish to obtain external professional advice separately from the organisation on matters relating to their duties and responsibilities as a director(s);
- On other occasions, an individual director or a subset of directors may wish to obtain external professional advice separately from the organisation and the board on matters relating to their duties and responsibilities as a director(s);
- Provided they are acting in good faith, it is reasonable for them to do so at the expense of the organisation and accordingly.
  - They should be entitled to reimbursement of expenses for the external professional advice taken.
  - They should not risk breaching confidentiality obligations owed to the organisation by taking that advice.
- In such a case, an authority to do so should be given in accordance with applicable policies and procedures.
- Commonly, such an authority is found in one or more of the following instruments which have contractual status between the organisation and the director:
  - Organisation's constitution;
  - Organisation's governance or board charter;
  - Letter of appointment by which the director was appointed to office;
  - Deed of access, indemnity and insurance between the organisation and the director.<sup>9</sup>

### **Confirm Formal Documentation of Changes**

If the registering body is ORIC:

If there is no extra requirement, within 28 days after the special resolution is passed, the corporation must lodge with the Registrar:

- A copy of the special resolution.
- A copy of those parts of the minutes of the meeting that relate to the passing of the special resolution.
  - a directors' statement signed by:
    - 2 directors or
    - if there is only 1 director, that director, to the effect that the special resolution was passed in accordance with the Act and the corporation's constitution, and a copy of the constitutional change.

Other people who need to be notified would include:

- The community.

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<sup>9</sup> <https://www.aicd.com.au/content/dam/aicd/pdf/tools-resources/director-tools/individual/directors-right-to-see-external-professional-advice-director-tool.pdf>

- Staff.
- Organisational members.
- The Board members.

Confirm the requirements for the way this information is communicated to the parties.

## Cultural Context of Governance and Constitutions

Effective self-governance means not only having genuine decision-making power, but also being able to practically exercise that authority and take the responsibility for it (i.e. being accountable).

To exercise power effectively and legitimately, people need agreed rules and ways of enforcing them. Rules are the organising tools of governance. They tell us:

- How to behave towards each other and what to expect when we don't.
- How power is shared.
- Who has the authority to make the important decisions.
- How decisions should be enforced.
- How the people who make decisions will be held accountable.

Governance rules can be the unwritten laws, traditions and ways of behaving that people live by. They can also be written down in documents such as constitutions, by-laws, policies, regulations, business and strategic plans, and company rules.

If your governing rules are poorly understood, easily sabotaged by selfish interests or erratically enforced, the legitimacy of your governing power and authority will be severely undermined.

The [Indigenous Community Governance Research Project](#) in Australia has identified several basic conditions which, in combination, help to produce effective Aboriginal and Torres Strait Islander governance:

- Governing institutions (rules).
- Leadership.
- Genuine decision-making power.
- Practical capacity.
- Cultural legitimacy.
- Resources.
- Accountability.
- Participation.

Not surprisingly, to be effective and legitimate, these governance solutions need to be tailored to suit the local environment.

For Aboriginal and Torres Strait Islander people, achieving effective and legitimate governance can be particularly challenging because it involves working across Indigenous and western ways of governing, and trying to negotiate the demands of both.

## Indigenous Governance

Culture is at the heart of every society's governance arrangements and this is also true for Aboriginal and Torres Strait Islander people.

For Indigenous governance to be effective it is not enough to simply cherry pick and import foreign governance structures and processes into communities and expect those communities to function effectively within those arrangements.

To be meaningful to Aboriginal and Torres Strait Islander Australians, the component parts of governance must reflect important relationships, networks and values.

The challenge is to craft arrangements that incorporate both the Indigenous requirement for cultural legitimacy, as well as meeting the governance requirements of the wider non-Indigenous society.

Aboriginal and Torres Strait Islander peoples have always had their own governance. It is an ancient jurisdiction made up of a system of cultural geographies ('country'), culture-based laws, traditions, rules, values, processes and structures that has been effective for tens of thousands of years, and which nations, clans and families continue to adapt and use to collectively organise themselves to achieve the things that are important to them.

As Mick Gooda, the Indigenous Social Justice Commissioner (2019) said:

*"While Indigenous peoples have governed ourselves since time immemorial in accordance with our traditional laws and customs, when we speak of Indigenous governance we are not referring to the pre-colonial state. Rather, we are referring to contemporary Indigenous governance: the more recent melding of our traditional governance with the requirement to effectively respond to the wider governance environment."*

In many parts of Australia, Aboriginal and Torres Strait Islander governance systems were disrupted and changed because of British colonisation. Often people were forcibly relocated to settlements that were run according to western governance structures, rules and values.

Today, Aboriginal and Torres Strait Islander people have many forms of governance based on their diverse histories, environments and cultures.

Indigenous governance is not the same thing as organisational governance. While governance is a critical part of the operation and effectiveness of legally formalised and registered incorporated organisations, it can also be seen at work every day:

- In the way people own and care for their country, arrange a ceremony, manage and share their resources, and pass on their knowledge.
- In networks of extended families who have a form of internal governance.
- In the way people arrange a community football match or an art festival, informally coordinate the activities of a night patrol and develop alliances across regions.
- In the voluntary work of Aboriginal and Torres Strait Islander men and women within their own communities, and as governing members on a multitude of informal local committees and advisory groups.

What makes it *Indigenous* governance is the role that Aboriginal and Torres Strait Islander social and philosophical systems, cultural values, traditions, rules and beliefs play in the governance of:

- Processes—how things are done.
- Structures—the ways people organise themselves and relate to each other.

- Institutions—the rules for how things should be done.

In other words, just like all other societies around the world, the practice of Aboriginal and Torres Strait Islander governance cannot be separated from its traditions and culture.

Today, many Aboriginal and Torres Strait Islander peoples are working to rebuild and strengthen their contemporary governance arrangements. The challenge in doing this is to ensure that governance solutions continue to reflect cultural norms, values and traditions, while remaining practically effective.<sup>10</sup>

## The Importance of Indigenous Governance

Indigenous Governance is grounded in thousands of years of cultural continuity, community responsibility, and collective decision-making. For Aboriginal and Torres Strait Islander peoples, governance is not just a structure or process—it is a living practice shaped by Lore, Country, kinship, and cultural authority. Effective governance ensures that decisions are made in ways that respect the past, reflect the present and protect the future of our communities.

### Decision-Making Guided by Community, Lore and Cultural Authority

Our governance systems reflect a deep responsibility to Country and to each other. Decisions are not made for individual benefit, they arise from collective needs, community priorities and cultural practices that have sustained our people since time immemorial.

In Aboriginal and Torres Strait Islander contexts:

- Lore guides what is right, responsible and respectful.
- Hierarchy and cultural roles define who holds authority to speak, decide and lead.
- Community needs shape the direction and priorities of our organisations.

This ensures decisions are culturally safe, ethically grounded and accountable to the people they affect.

### Welcome to Country and Acknowledgment of Country

Welcome to Country and Acknowledgment of Country are essential cultural governance practices.

#### Welcome to Country

A Welcome to Country can only be performed by Elders or Traditional Custodians of the land on which the event takes place. For First Nations people, being Welcomed to Country is *essential* for our spirit, when entering another person's Country. This practice:

- Recognises the unbroken connection of First Nations peoples to their Country.
- Demonstrates respect for the cultural sovereignty that exists regardless of colonisation.
- Reinforces the importance of authority, kinship and protocol within Indigenous governance.

#### Acknowledgment of Country

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<sup>10</sup> <https://aigi.org.au/01-understanding-governance>

An Acknowledgment of Country is a governance responsibility for non-Custodians and guests. When done correctly this will:

- Acknowledge the Traditional Custodians and their Lore.
- Demonstrate awareness of whose Country people are gathering on.
- Maintain a respectful relationship with the local community and Elders.

These practices ensure cultural safety, integrity and accountability.

### **Language Groups, Borders and the Aboriginal Landscape**

Country is not just land—it is our identity, ancestry, law and story systems. Each language group has distinct borders, responsibilities and connections to place.

In governance terms:

- Respecting language groups and boundaries ensures we honour the cultural authority of Traditional Custodians.
- Decisions about programs, events or services must reflect who has the cultural right to speak for that land.
- Understanding the Aboriginal cultural landscape helps organisations avoid cultural harm, strengthen relationships and operate with integrity.

Country governs us—we do not govern over Country.

### **Respect for Elders and the Role of Cultural Leadership**

Elders are central to Indigenous governance structures. They hold cultural knowledge, lived experience and the authority to guide decision-making. Their involvement ensures:

- Cultural protocol is upheld.
- Decisions align with Lore and community expectations.
- Younger leaders learn respectfully and are supported in their growth.

In Aboriginal and Torres Strait Islander governance, Elders provide stability, accountability and cultural legitimacy.

### **Growing Our Future Leaders – Youth Perspectives in Governance**

Strong Indigenous governance prioritises the development of young people as future custodians, decision-makers and cultural knowledge holders. This includes:

- Creating governance spaces where youth voices are heard and valued.
- Passing on knowledge, skills and cultural responsibilities through mentoring, education, and community involvement.
- Ensuring governance structures reflect intergenerational leadership, not just senior leadership.

Our young people are inheritors of our Lore, our Country and our future—they must be equipped, included and empowered.

Indigenous governance is not simply a modern organisational framework - it is a continuation of ancient systems of making decisions, caring for Country, respecting Elders and protecting community. Whether through Welcome to Country protocols, acknowledging Custodianship, respecting language

boundaries or nurturing future leaders - governance remains deeply tied to who we are as Aboriginal and Torres Strait Islander peoples.

Strong governance ensures that our communities thrive, our cultures remain strong and our responsibilities to Country and each other continue into future generations.

## **Sample Constitutions**

**Department of Fair Trading NSW Model Constitution for Associations:**

[https://www.fairtrading.nsw.gov.au/\\_data/assets/word\\_doc/0020/1143605/Model-Constitution-for-Associations-2022-3-3.docx](https://www.fairtrading.nsw.gov.au/_data/assets/word_doc/0020/1143605/Model-Constitution-for-Associations-2022-3-3.docx)

**Department of Fair Trading NSW Model Constitution for Co-operatives:**

<https://www.fairtrading.nsw.gov.au/associations-and-co-operatives/co-operatives/running-a-co-operative/co-operative-rules>

**ORIC Rule Book Templates for Indigenous Corporations under the CATSI Act:**

<https://www.oric.gov.au/free-templates/rule-book-templates>

**Tranby Aboriginal Co-operative Constitution:**

<https://tranby.edu.au/wp-content/uploads/2022/04/211216-Tranby-Rules-with-amendments.pdf>

**Constitution Template for Companies:**

<https://www.lawdepot.com/au/company-constitution/>