

Constitution

Rural Lifestyle Options Australia Ltd

A Company Limited by Guarantee

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1. OBJECTS OF COMPANY

The Company is established for the purposes of and to give effect to the objects set out below:

1.1 The Objects

- (a) The principal object of the Company is to establish, maintain, deliver and develop services to provide direct relief, care and assistance to people living with a disability and others who are marginalised and disadvantaged.
- (b) For the purpose of furthering the principal object, the additional objects of the Company are to:
 - (i) deliver education and awareness programs to improve knowledge and understanding within the community of the needs of people living with disabilities or mental illness;
 - (ii) develop programs and services that enable people with a disability and others who are marginalised and disadvantaged to live a life of their choice;
 - (iii) enhance the lives of people with disabilities and others who are marginalised and disadvantaged by creating choice, opportunities and skills for life; and
 - (iv) do such other things as are incidental or conducive to the attainment of these objects.

1.2 Furtherance of Objects

- (a) Subject to Rule 1.2(b), the Company has the legal capacity and powers of an individual and all the powers of a body corporate.
- (b) The Company does not have the power to issue shares.

2. USE OF FUNDS

2.1 Application of funds for purpose only

The profits (if any) or other income and the property of the Company, however derived, must be applied solely towards the promotion of the Objects of the Company.

2.2 No Distribution to Members

No part of those profits or that income or property shall be distributed directly or indirectly to any Member or Director of the Company except as bona fide compensation for services rendered or expenses incurred on behalf of the Company.

2.3 Payment by the Company in good faith

- (a) Rule 2.2 does not prohibit indemnification of, or payment of premiums on contracts of insurance for, any Director to the extent permitted by law and this Constitution;
- (b) All other payments to Directors must be approved by the Directors including, but not limited to:
 - (i) Out of pocket expenses incurred by a Director in performing a duty as a Director of the Company; or
 - (ii) Subject to Rule 12.7, a service rendered to the Company by a Director in a professional or technical capacity other than in the capacity as a Director of the Company, where;
 - (A) The provision of the service has the prior approval of the Directors; and
 - (B) The amount payable is not more than an amount which commercially would be reasonable payment for the service.

3. LEGAL ENTITY

- 3.1** The Company is the same legal entity as Rural Lifestyle Options Association Inc ("the Association") and the Association's existing property, rights and obligations are not affected by incorporation as the Company.

4. MEMBERSHIP

4.1 Existing Members

All persons who are Members on the date on which this Constitution is adopted shall remain Members of the Company, until their membership ceases in accordance with this Constitution.

4.2 Classes of Members

- (a) Membership of the company shall consist of members of the following classes:
 - (i) Ordinary Members; and
 - (ii) Associate Members.

- (b) The Board may in its absolute discretion limit the number of Members who shall be admitted as Ordinary Members or Associate Members.

4.3 Ordinary Members

- (a) An Ordinary Member shall be any person whose application for Ordinary Membership has been approved by the Board and has paid any applicable application or membership fees.
- (b) Ordinary Members shall be entitled to:
 - (i) attend, speak and vote at all general meetings;
 - (ii) nominate and/or second members for election to the Board;
 - (iii) confirm the appointment of Directors to the Board; and
 - (iv) be elected or appointed to the Board.
- (c) The following people are not eligible to apply for Ordinary Membership:
 - (i) a person who is employed by the Company or was employed by the Company at any time within the five (5) year period immediately preceding the date of the person's application for membership; and
 - (ii) a client to whom the Company is providing care, support or services;

4.4 Associate Members

- (a) Any person who has an interest in pursuing the objects of the Company but is not entitled to Ordinary Membership may apply to be an Associate Member.
- (b) An Associate Member shall be entitled to attend general meetings but shall not be entitled to:
 - (i) Speak or vote at general meetings;
 - (ii) nominate and/or second members for election to the Board;
 - (iii) confirm the appointment of Directors to the Board; or
 - (iv) be elected or appointed to the Board.

4.5 Application and Admission

- (a) Every applicant for Membership of the Company must apply in the form and Constitution of Rural Lifestyle Options Australia Ltd

manner decided by the Board.

- (b) After receipt of an application for membership, the Board must consider the application and decide whether to admit or reject the applicant.
- (c) The Board need not give any reason for rejecting an application but must notify the applicant in writing of the decision to reject the application.
- (d) The applicant must be given written notice of the Board's decision and a request for payment of the first annual membership fee. On payment of the first annual membership fee, the applicant shall become a Member.
- (e) If payment of the fees requested under Rule 3.6(d) is not made within twenty eight (28) days after the date of the request, the Board may, in its absolute discretion, revoke its acceptance of the applicant.
- (f) An applicant who has been accepted as an Ordinary Member shall have no voting rights and shall not be entitled to nominate or second Members for election to the Board until a period of 60 days has elapsed after the Secretary sends the acceptance notice under this clause.

4.6 Membership Fee

The membership fee payable by Members of the Company shall be as determined by the Board from time to time.

5. CESSATION OF MEMBERSHIP

5.1 Ceasing to be a Member

A person ceases to be a Member if the person:

- (a) Resigns by giving written notice to the Secretary; or
- (b) dies; or
- (c) becomes bankrupt or insolvent or makes an arrangement or composition with creditors of the person's joint or separate estate generally; or
- (d) suffers, in the opinion of the Board, from impaired capacity (as defined in the *Guardianship and Administration Act 2000 (Qld)*) or a mental illness (as defined in the *Mental Health Act 2000 (Qld)*) such that, in the further opinion of the Board, the Member is no longer able to be a Member; or

- (e) has membership fees in arrears for a period of twenty eight (28) days or more;
or
- (f) Has not responded within three (3) months to a written request from the Secretary that they confirm in writing that they want to remain a Member; or
- (g) has their membership terminated by the Board under Rule 5.2.

5.2 Termination of Membership by Directors

- (a) The Directors may by resolution terminate the membership of a Member if, in the Director's absolute discretion, the Directors decide the Member has:
 - (i) Persistently refused or neglected to comply with the provisions of this Constitution; or
 - (ii) Persistently and wilfully acted in a manner prejudicial to the interest of the Company.
- (b) If the Directors intend to consider a resolution under Rule 5.2(a), at least two weeks before the meeting at which the resolution is to be considered, the Directors must give the Member written notice:
 - (i) Stating the date, place and time of the meeting;
 - (ii) Setting out the intended resolution and the grounds on which it is based; and
 - (iii) Informing the Member that he or she may attend the meeting and may give an oral or written explanation or submission before the resolution is put to the vote.
- (c) A decision by the Directors to terminate the membership of a Member will be final.

5.3 Deemed termination

- (a) An Ordinary Member who is or becomes:
 - (i) an employee of the Company; or
 - (ii) a client to whom the Company is providing care, support or services;

shall be deemed to have resigned his or her membership within 14 business days of becoming an employee but will be eligible to apply for Associate Membership.

- (b) Where the Member is, on adoption of this Constitution, already an Ordinary Member, the Member will be deemed to have resigned his or her membership within 14 business days of adoption of this Constitution.

6. LIMITED LIABILITY

The liability of each Member is limited to the amount of the guarantee given under Rule 7.

7. GUARANTEE BY MEMBER

Each Member must contribute an amount not exceeding \$10.00 to the Company's property if the Company is wound up while they are a Member or within one year after they cease to be a Member. This contribution is for:

- (a) payment of the Company's debts and liabilities contracted before they ceased to be a Member; and
- (b) the costs, charges and expenses of the winding up.

8. REGISTER OF MEMBERS

8.1 Maintaining registers

The Company shall keep the registers required under the *Act*, including specifically a register of Members. The registers can be kept on a computer with a backup in hard copy or in some other form approved by the Board.

8.2 Contents of Register of Members

The register of Members must include separately the name and address of each Member, the Membership category to which they have been admitted and the date on which the entry was made. The register must also show the names and addresses of each person who ceased to be a Member in the preceding seven (7) years and the date on which he/she ceased to be a Member.

9. GENERAL MEETINGS

9.1 Annual general meeting

An annual general meeting shall be held in accordance with the *Act*. All meetings other than the annual general meetings shall be called special general meetings.

9.2 Directors convening general meetings

The Board may convene a general meeting whenever it thinks fit.

9.3 Members convening general meetings

- (a) Members with at least five (5) per cent of the votes that may be cast at a general meeting may convene a general meeting of the Company in accordance with the *Act*.
- (b) The Members calling the meeting must pay the expenses of calling and holding the meeting.

9.4 Period of notice of general meeting

Unless short notice is given under the *Act*, at least 21 days' written notice of a general meeting must be given to Members specifying the place, day and hour of the meeting and in the case of special business, the general nature of such business.

9.5 Notice of general meeting

Notice of a meeting of Members must be given in accordance with Rule 19 and must:

- (a) Set out the place, date and time for the meeting;
- (b) State the general nature of the business to be conducted at the meeting
- (c) Set out the conditions and requirements to be satisfied for appointing a proxy ;
and
- (d) Contain any other information required by the *Act*.

9.6 Notice of a special resolution

If a special resolution is to be proposed, the notice of meeting must set out an intention to propose the resolution as a special resolution and state the resolution.

9.7 Non-receipt of notice of general meeting

The non-receipt of notice of a general meeting, or the accidental omission to give notice of a general meeting to a person entitled to receive notice does not invalidate any resolution passed at the general meeting.

9.8 Cancellation or postponement of general meeting

Where a general meeting (including an annual general meeting) is convened by the Directors, they may, when they think fit, cancel the meeting or postpone the holding of the meeting to a date and time determined by them. This Rule does not apply to a meeting convened by a single Director, by Members or by the Directors on the request of Members.

9.9 Written notice of cancellation or postponement of general meeting

Written notice of cancellation or postponement of a general meeting must be given to all persons entitled to receive notices of general meetings from the Company. The notice must be given at least three days before the date for which the meeting is convened and must specify the reason for cancellation or postponement.

9.10 Contents of notice postponing general meeting

A notice postponing the holding of a general meeting must specify:

- (a) a date and time for the holding of the meeting; and
- (b) a place for the holding of the meeting, which may be either the same as, or different to the place specified in the notice convening the meeting.

9.11 Notice period for postponed general meeting

A notice postponing the holding of a general meeting must be given to Members at least 21 days prior to the date on which the postponed meeting will be held.

9.12 Business at postponed general meeting

The only business that may be transacted at a general meeting which is postponed is the business specified in the notice convening the meeting.

9.13 Non-receipt of notice of cancellation or postponement of a general meeting

The accidental omission to give notice of the cancellation or postponement of a

meeting to, or the non-receipt of any such notice by, any person entitled to notice does not invalidate that cancellation or postponement or any resolution passed at a postponed meeting.

9.14 Auditor's rights to attend general meetings

- (a) The Auditor is entitled to:
 - (i) attend any general meeting; and
 - (ii) receive all notices of and other communications relating to any general meeting which a Member is entitled to receive; and
 - (iii) be heard at any general meeting on any part of the business of the meeting which concerns the Auditor in that capacity; and
 - (iv) be heard at any general meeting even if the Auditor retires at that meeting or a resolution to remove the Auditor from office is passed at that meeting.
- (b) The Auditor may authorise an agent in writing to do these things on their behalf.

9.15 Directors entitled to attend general meetings

A Director is entitled to:

- (a) attend any general meeting; and
- (b) receive all notices of and other communications relating to any general meeting which a Member is entitled to receive; and
- (c) be heard at any general meeting on any part of the business of the meeting.

9.16 Proxy or attorney at postponed general meeting

The date of the postponed general meeting is substituted for and applies to the exclusion of the date specified in the instrument of proxy or power of attorney if:

- (a) by the terms of an instrument appointing them, a proxy, or attorney is authorised to attend and vote at a general meeting to be held on a specified date or, at a general meeting to be held on, or before a specified date; and

- (b) the date for holding the meeting is postponed to a date later than the date specified in the instrument of proxy or power of attorney unless the Member gives to the Company, at its registered office, written notice to the contrary at least 48 hours before the time to which the holding of the meeting has been postponed.

10. PROCEEDINGS AT GENERAL MEETINGS

10.1 Business of annual general meeting

In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to elect and/or confirm the appointment of Directors and to receive and consider the financial report and the reports of the Directors and the Auditor.

10.2 Special Business

All business transacted at a special general meeting or annual general meeting shall be special business with the exception of the consideration of the accounts, balance sheets, the report of the Directors and the Auditors, and the election and/or confirmation of the appointment of Directors.

10.3 Representation of Member

A Member may be present and vote in person or may be represented at any meeting of the Company by:

- (a) proxy; or
- (b) Attorney.

10.4 Proxy Instrument

The instrument appointing a proxy shall be in writing in the form approved by the Board and signed by the Member or his duly authorised Attorney.

10.5 Proxy must be a Member

A proxy must be a Member of the Company.

10.6 Deposit of Proxy

- (a) The instrument appointing a proxy and a certified copy of the power of attorney, if any, under which it is signed shall be deposited at the registered office of the Company or at such other place within the State as is specified for that purpose in the notice convening the meeting, not less than twenty-four (24) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- (b) In the case of a poll, the documents referred to in Rule 10.6(a) must be deposited not less than twenty-four (24) hours before the time appointed for the taking of the poll.
- (c) If the requirements of Rule 10.6(a) or (b) as the case may be are not satisfied then the instrument of proxy shall not be treated as valid unless the Chairperson of such meeting, with the consent of a majority of the members present in person or by proxy attorney or representative at such meeting, shall otherwise direct.

10.7 General meetings by technology

- (a) The contemporaneous linking together by telephone or other electronic means of a sufficient number of the Members in person, to constitute a quorum constitutes a meeting of the Members, provided each Member has a reasonable opportunity to participate at the meeting;
- (b) All the provisions in this constitution relating to meetings of the Members apply, so far as they can and with any necessary changes, to meetings of the Members by telephone or other electronic means;
- (c) A Member who takes part in a meeting by telephone or other electronic means is taken to be present in person at the meeting;
- (d) A meeting by telephone or other electronic means is taken as held at the place decided by the Chairperson of the meeting, as long as at least one of the Members involved was at that place for the duration of the meeting.

10.8 Reference to a Member

Unless the contrary intention appears, a reference in this Rule 10 to a Member means a person who is an Ordinary Member, or is a proxy or attorney of that Member.

10.9 Number for a quorum

Subject to Rule 10.11, the number of Members required to constitute a quorum at a general meeting shall be one half the number of Members (rounded to the next whole number) plus one (1) present in person or by proxy or attorney.

10.10 Requirement for a quorum

An item of business may not be transacted at a general meeting unless a quorum is present when the meeting proceeds to consider it. If a quorum is present at the beginning of a meeting it is taken to be present throughout the meeting unless the Chairperson of the meeting on the Chairperson's own motion or at the request of a Member, proxy or attorney who is present otherwise declares.

10.11 Quorum and time

If within 30 minutes after the time appointed for a general meeting, a quorum is not present, the meeting:

- (a) if convened by the Directors or by, or on requisition of, Members is dissolved; and
- (b) in any other case, stands adjourned to the same day in the next week and the same time and place, or to such other day, time and place as the Directors appoint by notice to the Members and others entitled to notice of the meeting.

10.12 Adjourned meeting

At a meeting adjourned under Rule 10.11(b), the number of Members required to constitute a quorum shall be five (5) present in person or by proxy or attorney. If a quorum is not present within thirty (30) minutes after the time appointed for the adjourned meeting, the number of Members present shall be a quorum.

10.13 Appointment and powers of Chairperson of general meeting

If a Director has been elected as Chair that person is entitled to preside as Chairperson at a general meeting.

10.14 Absence of Chairperson at general meeting

If a general meeting is held and the Chair is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unable or unwilling to act the following may preside as Chairperson of the meeting (in order of precedence):

- (a) the Vice Chair (if any);
- (b) the Director chosen by a majority of the Directors present;
- (c) the only Director present; or
- (d) a Member chosen by a majority of the Members present in person or by proxy or attorney.

10.15 Conduct of general meetings

The Chairperson of a general meeting:

- (a) has charge of the general conduct of the meeting and of the procedures to be adopted at the meeting;
- (b) may require the adoption of any procedure which is in the Chairperson's opinion necessary or desirable for proper and orderly debate or discussion and the proper and orderly casting or recording of votes at the general meeting; and
- (c) may, having regard where necessary to the *Act*, terminate discussion or debate on any matter whenever the Chairperson considers it necessary or desirable for the proper conduct of the meeting,

and a decision by the Chairperson under this Rule is final.

10.16 Resolutions carried

- (a) A special resolution is taken to be carried if seventy-five percent (75%) of the votes cast on the resolution are in favour of it.

- (b) Any other resolution is taken to be carried if a simple majority of the votes cast on the resolution are in favour of it.

10.17 Casting vote for Chairperson

Where the votes on a proposed resolution are equal the Chairperson of the general meeting has a second or casting vote in addition to any vote to which the Chairperson is entitled as a Member or proxy or attorney of a Member.

10.18 Declaration of results

At any general meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is properly demanded and the demand is not withdrawn. A declaration by the Chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company, is conclusive evidence of the fact. Neither the Chairperson nor the minutes need state and it is not necessary to prove the number or proportion of the votes recorded in favour of or against the resolution.

10.19 Poll

- (a) If a poll is properly demanded, it must be taken in the manner and at the date and time directed by the Chairperson and the result of the poll is the resolution of the meeting at which the poll was demanded.
- (b) A poll demanded on the election of a Chairperson or on a question of adjournment must be taken immediately.
- (c) A demand for a poll may be withdrawn.
- (d) A demand for a poll does not prevent the continuance of the meeting for the transaction of any business other than the question on which the poll has been demanded.

10.20 Objection to voting qualification

Objection may not be raised to the right of a person to attend or vote at a meeting or adjourned meeting or to vote on a poll except at that meeting or adjourned meeting or when that poll is taken. Every vote that is not disallowed at that meeting or adjourned meeting or when the poll is taken is valid.

10.21 Chairperson to determine any poll dispute

If there is a dispute as to the admission or rejection of a vote, the Chairperson of the meeting must decide it and the Chairperson's decision made in good faith is final and conclusive.

10.22 Adjournment of general meeting

- (a) The Chairperson of a general meeting may at any time during the meeting adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting. The adjournment may be either to a later time at the same meeting, or to an adjourned meeting at any time and any place.
- (b) In exercising this discretion, the Chairperson may, but need not, seek the approval of the Members present. Unless required by the Chairperson, a vote may not be taken or demanded by the Members present in respect of any adjournment.

10.23 Notice of adjourned meeting

It is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting unless a meeting is adjourned for one month or more. In that case, notice of the adjourned meeting must be given as in the case of an original meeting.

11. VOTES OF MEMBERS

11.1 Voting Rights

Subject to any restrictions in this Constitution:

- (a) on a show of hands, each Member entitled to vote who is present in person or by proxy or attorney has one vote; and
- (b) on a poll, each Member entitled to vote who is present in person has one vote and each person present as proxy or attorney of a Member who is entitled to vote, has one vote for each Member that the person represents.

12. DIRECTORS

12.1 Number of Directors

- (a) The Board shall consist of not less than three (3) and not more than nine (9) Directors of whom:
 - (i) No more than five (5) shall be Elected Directors who must be Ordinary Members of the Company and elected in accordance with Rule 12.5; and
 - (ii) No more than four (4) shall be Appointed Directors who must be appointed by the Elected Directors in accordance with Rule 12.6.
- (b) Subject to Clause 12.1(a), the Company may set, increase or reduce the number of Directors from time to time provided that, except as is provided elsewhere in this Constitution, when reducing the number of Directors the Company does not have any power to remove any then current Directors.

12.1A Director with a Lived Experience of Disability

- (a) At least one Director on the Board must have a lived experience of disability, or a lived experience of caring for a person with a disability.
- (b) If the office of a Director referred to in clause 12.1A(a) becomes vacant, the remaining Directors may continue to act but must take steps to appoint a new Director who meets the requirement of clause 12.1A(a) as soon as practicable.

12.2 Deleted

12.3 Tenure of Directors

- (a) The term of Directors will be three (3) years but individuals who have served their three (3) year term will be eligible for re-election or re-appointment provided that a Director who has served for two (2) consecutive terms is not eligible for re- election or appointment as a Director until a period of twelve (12) months has elapsed since the Director last held office.

12.4 Deleted

12.5 Election of Directors

- (a) The election of Elected Directors shall take place in the following manner:
- (i) Any two (2) Ordinary Members of the Company shall be at liberty to nominate any Ordinary Member to serve as an Elected Director;
 - (ii) The nomination, which shall be in writing and signed by the Ordinary Member and the Ordinary Member's proposer and seconder, shall be lodged with the Secretary at least fourteen (14) days before the annual general meeting at which the election is to take place;
 - (iii) Balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each Ordinary Member present at the annual general meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies;
 - (iv) Should, at the commencement of submitting, there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting;
 - (v) Where the number of candidates equals the number of vacant positions to be filled, the candidates will be deemed elected and the remainder of this Rule 12.5 will not apply;
 - (vi) Where the number of candidates exceeds the number of vacant positions to be filled, a ballot for the election of Elected Directors shall be conducted in such usual and proper manner as the Board may direct; and
 - (vii) The candidates for the office of Elected Director receiving the highest number of votes from Ordinary Members shall be declared elected as Elected Directors by the Chairperson and the Members shall be advised accordingly. In the case of an equality of votes for candidates for the office of Elected Director, the result shall be determined by lot and the order in which the names are drawn shall determine who is declared elected as Elected Directors.

12.6 Appointment of Directors

The appointment of Appointed Directors will take place in the following manner:

- (a) The Board shall appoint persons to serve as Appointed Directors.
- (b) The company must confirm the Board's appointment of an Appointed Director by ordinary resolution at the next annual general meeting after the Director's appointment.
- (c) The company must pass a separate resolution in relation to each appointment unless:
 - (i) the meeting has resolved that more than one appointment or confirmation may be voted on together; and
 - (ii) no votes are cast against the resolution.
- (d) If the appointment of an Appointed Director is not confirmed by the company pursuant to this rule 12.6, the person shall cease to be a Director of the company at the end of the annual general meeting.

12.7 Casual Vacancy

- (a) The Board may at any time appoint any person to be a Director to fill a casual vacancy provided that a casual vacancy in the office of Director can only be filled by the appointment of a person who is an Ordinary Member.
- (b) A Director appointed under Rule 12.7(a) shall hold office until the annual general meeting at which the term of the Director that the Director appointed under Rule 12.7 (a) replaced would have ended.

12.8 Remuneration of Directors

A Director must not be paid remuneration for services as a Director but is to be reimbursed out of the funds of the Company for all reasonable travelling, accommodation and other expenses incurred when travelling to or from meetings of the Directors or a committee or when otherwise engaged on the affairs of the Company.

12.9 Payments to Directors must be approved

Any payment to a Director by way or reimbursement must be approved by the Board.

12.10 Removal and appointment by Company

The Company may by ordinary resolution remove any Director before the expiration of the Director's term of office and may by ordinary resolution appoint another Ordinary Member in that Director's place and the person so appointed will hold office until the annual general meeting at which the term of the Director who has been replaced would have ended.

12.11 Resignation of Director

If the resignation of a Director (the "Outgoing Director") would result in the number of Directors being less than three (3), the Outgoing Director must not resign until a replacement has been appointed by the Board under Rule 12.7.

12.12 Vacation of office

In addition to the circumstances in which the office of a Director becomes vacant under the *Corporations Act*, the office of a Director becomes vacant if the Director:

- (a) suffers, in the opinion of the Board from a mental illness (as defined in the *Guardianship and Administration Act 2000 (Qld)* or is a mentally disordered person (as defined in the *Mental Health Act 2000 (Qld)*) such that, in the further opinion of the Board, the Director is no longer able to perform the role of a Director competently;
- (b) resigns office by notice in writing to the Company;
- (c) becomes bankrupt or makes an arrangement or composition with creditors;
- (d) for more than four (4) months is absent, without permission of the other Directors, from meetings of the Directors held during that period; or
- (e) ceases to be an Ordinary Member.

13. POWERS AND DUTIES OF DIRECTORS

13.1 Directors to manage Company

The Directors are to manage the business of the Company and may exercise all the powers of the Company that are not, by the *Act* or by this Constitution, required to be exercised by the Company in general meeting.

13.2 Specific powers of Directors

Without limiting the generality of Rule 13.1 the Board may exercise all the powers of the Company to borrow or raise money, to charge any property or business of the Company and to issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person.

13.3 Delegation of powers and duties

The Board may:

- (a) Appoint or employ an officer, agent or attorney of the Company with the power, discretions and duties vested in or exercisable by the Directors, on the terms the Board decides;
- (b) Authorise an officer, agent or attorney to delegate all or any of the powers, discretions and duties vested in the officer, agent or attorney; and
- (c) Subject to any contract between the Company and the relevant officer, agent or attorney, remove or dismiss any officer, agent or attorney at any time, with or without cause.

13.4 Provisions in power of attorney

A power of attorney granted under Rule 13.3 (a) may contain any provisions for the protection and convenience of persons dealing with the attorney that the Board thinks fit.

14. PROCEEDINGS OF DIRECTORS

14.1 Directors meetings

The Directors must meet at least six (6) times in each calendar year but otherwise may meet together for conducting business, adjourn and otherwise regulate their meetings as they think fit.

14.2 Minutes

The Directors must direct minutes of meetings to be made and kept in accordance with the *Act*.

14.3 Director may convene a meeting

A Director may at any time, and the Secretary must on the written request of a Director, convene a meeting of the Directors.

14.4 Questions decided by majority

A question arising at a meeting of the Board is to be decided by a majority of votes of Directors present and entitled to vote and that decision is for all purposes a decision of the Board.

14.5 Casting vote

Where the votes on a proposed resolution are equal, the Chairperson of the meeting has a second or casting vote in addition to any vote to which the Chairperson is entitled as a Director.

14.6 Quorum

Until otherwise determined by the Directors, the number of Directors required for a quorum shall be one half the number of Directors (rounded to the next whole number).

14.7 Director's interests

- (a) Unless the *Act* permits, a Director who has a material personal interest in a matter that is being considered at a Board meeting must not:
 - (i) Be present while the matter is being considered at the meeting; or
 - (ii) Vote on the matter.
- (b) A Director is not disqualified from contracting or entering into an arrangement with the Company as vendor, purchaser or in another capacity, merely because the Director holds office as a Director or because of the fiduciary obligations arising from that office.

14.8 Effect of vacancy

- (a) In the event of a vacancy or vacancies in the office of a Director or offices of Directors, the remaining Directors may act but, if the number of the remaining Directors is not sufficient to constitute a quorum at a meeting of Directors, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum or of convening a general meeting of the Company.
- (b) If the number of Directors is reduced below the minimum fixed by the *Corporations Act*, the continuing Directors may, except in an emergency, act only for the purpose of calling a general meeting.

14.9 Election of Chair

As soon as possible after each annual general meeting, the Directors shall elect a Chair from amongst their number.

14.10 Powers of the Chair

The Chair shall have the power to call general meetings of the Company and meetings of the Board or of any committees.

14.11 Chairing Meetings

The Chair shall chair Board meetings and general meetings except that in the absence of the Chair or, at the request of the Chair or of a majority of the meeting, another Director may be elected to chair the meeting.

14.12 Agenda

A Chairperson shall be responsible for preparing the agenda for Board and general meetings.

14.13 Vice Chair

As soon as possible after each annual general meeting, the Directors shall elect from amongst their number a Vice Chair who shall act as the Chair in the absence of the Chair and in such case as the office of Chair is vacated, the Vice Chair shall assume the office of Chair.

14.14 Board committees

The Board may delegate any of its powers to committees consisting of the Directors that the Board thinks fit and may revoke that delegation.

14.15 Powers delegated to Directors' committees

A committee to which any powers have been delegated under Rule 14.14 must exercise those powers in accordance with any directions of the Board. Those powers are then taken to have been exercised by the Board.

14.16 Board committee meetings

Subject to Rule 14.15, the meetings and proceedings of a committee consisting of two or more Directors are governed by the provisions of this Constitution as to the meetings and proceedings of the Board so far as they are applicable.

14.17 Circulating resolutions

- (a) The Board may pass a resolution without a Board meeting being held if:
 - (i) all of the Directors who are entitled to vote on the resolution sign or consent to a written resolution; and
 - (ii) the directors who sign or consent to the resolution would have constituted a quorum at a meeting of directors held to consider that resolution.
- (b) A director may consent to a resolution by:
 - (i) Signing the document containing the resolution (or a copy of that document); or
 - (ii) Giving to the Secretary a written notice (including by fax or other electronic means) signifying assent to the resolution and either setting out its terms or otherwise clearly identifying them.
- (c) The resolution is passed when the last Director signs.

14.18 Meeting by use of technology

A Board meeting may be called or held by using any technology consented to by each Director. The consent may be a standing one. A Director may only withdraw consent a reasonable time before the meeting.

14.19 Validity of acts of Board

All acts done at a meeting of the Board or of a committee of the Board, or by a person acting as a Director, are valid even if it is afterwards discovered that there was some defect in the appointment, election or qualification of any of them or that any of them were disqualified or had vacated office.

15. SECRETARY

15.1 Appointment of Secretary

There must be at least one Secretary who is to be appointed by the Directors.

15.2 Suspension and removal of Secretary

The Board may suspend or remove a Secretary from that office.

15.3 Powers, duties and authorities of Secretary

A Secretary holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, as determined by the Board.

16. SEALS

16.1 Safe custody of common seals

The Board must provide for the safe custody of any seal of the Company.

17. FINANCIAL RECORDS

17.1 Financial Year

The Company's financial year shall close on the 30th of June in each year.

17.2 Records to be kept

The Board shall cause proper written financial records to be kept and shall distribute a concise report or copies of the financial report, the directors' report and the Auditor's report on the financial records as required by the Act.

17.3 Inspection

The Board shall from time to time determine at what times and places and under what conditions or regulations the financial and other records of the Company shall be open to the inspection of Members not being members of the Board, and no Member (not being a member of the Board) shall have any right of inspecting any account or book or paper of the Company except as conferred by statute or authorised by the Board.

18. AUDIT

A properly qualified Auditor or Auditors shall be appointed and his or their remuneration fixed and duties regulated in accordance with the *Act*.

19. SERVICE OF DOCUMENTS

19.1 Document includes notice

In this Rule 19, a reference to a document includes a notice.

19.2 Methods of service

The Company may give a document to a Member:

- (a) personally;
- (b) by sending it by post to the address for the Member in the register of Members or an alternative address nominated by the Member; or
- (c) by sending it to a fax number or electronic address nominated by the Member.

19.3 Post

A document sent by post:

- (a) if sent to an address in Australia, may be sent by ordinary post; and
- (b) if sent to an address outside Australia, must be sent by airmail,

and in either case is taken to have been received on the third day after the date of its posting.

19.4 Fax or electronic transmission

If a document is sent by fax or electronic transmission, delivery of the document is taken:

- (a) to be effected by properly addressing and transmitting the fax or electronic transmission; and
- (b) to have been delivered on the day following its transmission.

20. INDEMNITY AND INSURANCE

20.1 Persons to whom the indemnity and insurance apply

The indemnity and insurance referred to in this Rule 20 apply to Indemnified Officers.

20.2 Indemnity

- (a) The company must indemnify, on a full indemnity basis and to the full extent permitted by law, each Indemnified Officer against all losses or liabilities (including costs and expenses) incurred by the person as an officer of the company.
- (b) This indemnity:
 - (i) is a continuing obligation and is enforceable by an Indemnified Officer even though that person has ceased to be an officer of the company; and
 - (ii) operates only to the extent that the loss or liability in question is not covered by insurance.

20.3 Insurance

The company may, to the extent permitted by law, purchase and maintain insurance; or pay or agree to pay a premium for insurance, for any Indemnified Officer against any liability incurred by the person as an officer of the company where the directors consider it appropriate to do so.

20.4 Savings

Nothing in this Rule 20:

- (a) affects any other right or remedy that an Indemnified Officer may have in respect of any loss or liability referred to in this indemnity or insurance; or

- (b) limits the capacity of the company to indemnify or provide or pay for insurance for any person to whom this Rule 20 does not apply.

21. AMENDING THIS CONSTITUTION

21.1 Amendment by Special Resolution

Subject to the *Act*, this Constitution may be amended by a special resolution carried at any general meeting.

22. GIFT FUND

22.1 Maintaining Gift Fund

The company must at all times maintain a management account (**Gift Fund**) to identify and record:

- (a) Gifts and Deductible Contributions; and
- (b) any money received by the company because of those Gifts and Deductible Contributions.

22.2 Revocation Rule

If the endorsement of the organisation as a deductible gift recipient is revoked, the following shall be transferred to another organisation to which Income Tax deductible gifts can be made - any surplus:

- (a) Gifts of money or property for the principal purpose of the organisation;
- (b) Contributions made in relation to an allegeable fundraising event held for the principal purpose of the organisation;
- (c) Money received by the organisation because of such gifts and contributions.

22.3 Receipts

Receipts for Gifts or Deductible Contributions must state the information required in the applicable provisions of section 30-228 of the ITAA 97.

23. WINDING UP

23.1 If on the winding up or dissolution of the Company any property remains after Constitution of Rural Lifestyle Options Australia Ltd

satisfaction of all its debts and liabilities, that property may not be paid to, or distributed among the Members but must be given or transferred to an institution:

- (a) that is charitable at law;
- (b) whose constitution prohibits distributions or payments to its members and directors (if any) to an extent at least as great as is outlined in Rule 2; and
- (c) Gifts and Deductible Contributions to which can be deducted under Division 30 of the ITAA 97 due to it being characterised as a public benevolent institution under item 4.1.1 of the table in section 30-45.

23.2 The identity of the institution referred to in Rule 23.1 must be decided by the Directors, or if the Directors do not wish to decide or do not decide, it must be decided by the Members by ordinary resolution at or before the time of winding up or dissolution of the company and, if the Members do not decide, by the Supreme Court of the state or territory in which the company is registered.

24. DEFINITIONS AND INTERPRETATION

24.1 Definitions

In this constitution unless the contrary intention appears:

Act means the *Corporations Act 2001 (Cth)*.

Appointed Director means an individual appointed by the Elected Directors under Rule 12.6;

Associate Member means a person entered into the register of members as an ordinary member under Rule 4.1 and a person admitted as an Associate Member of the Company under clause 4.4;

Auditor means the auditor for the time being of the Company;

Board means the Directors assembled as a board;

Chair means the person elected as Chair under Rule 15.19;

Chairperson means the person entitled or appointed to act as Chairperson of a meeting of the Company or the Directors;

Commissioner means the Commissioner of Taxation, a Second Commissioner of Taxation or a Deputy Commissioner of Taxation for the purposes of ITAA 97;

Company means Rural Lifestyle Options Australia Ltd;

Constitution means this constitution as it is amended from time to time and in accordance with the terms and conditions contained herein;

Deductible Contribution means a deductible contribution of money or property as described in item 7 or item 8 of the table in section 30-15 of the ITAA 97 in relation to a fundraising event held for the principal purpose of the company;

Director means a director for the time being of the Company elected or appointed in accordance with this Constitution;

Elected Director means an Ordinary Member elected as a Director under Rule 12.5;

Gift means a gift of money or property as described in item 1 of the table in section 30-15 of the ITAA 97;

Indemnified Officer means:

- (a) Each person who is or has been a director or officer of the Company; and
- (b) Any other officers or former officers of the Company as the Board in each case decide;

ITAA 97 means the Income Tax Assessment Act 1997 (Cth);

Member means a member for the time being of the Company;

Objects means the objects of the Company as set out in Rule 1.1;

Ordinary Member means a person entered into the register of members as an ordinary member under Rule 4.1 and a person admitted as an Ordinary Member of the Company under clause 4.3;

Rule means a Rule of this Constitution;

Secretary means a person appointed as a Secretary of the Company, and where appropriate includes an acting Secretary and a person appointed by the Directors to perform all or any of the duties of a Secretary of the Company; and

Vice Chair means the person elected as Vice Chair under Rule 14.13.

24.2 Interpretation

In this constitution unless the contrary intention appears:

- (a) the word person includes a firm, a body corporate, an unincorporated association or an authority;
- (b) the singular includes the plural and vice versa;
- (c) where a word or phrase is given a particular meaning, the other parts of speech and grammatical forms of that word or phrase have corresponding meanings;
- (d) a reference to writing includes typewriting, printing, telex, telegram, facsimile and other modes of representing or reproducing words in a visible form;
- (e) a power, an authority or a discretion given to a Director, the Directors, the Company in general meeting or a Member may be exercised from time to time and at any time; and
- (f) headings are inserted for convenience and do not affect the interpretation of this Constitution

25. APPLICATION OF THE ACT

25.1 What Parts of the Act Apply

In this Constitution unless the contrary intention appears:

- (a) an expression used in a Rule that deals with a matter dealt with by a provision of the Act, has the same meaning as in that provision; and
- (b) subject to Rule 24.1(a), an expression in a Rule that has a defined meaning for the purposes of the Corporations Act has the same meaning as in the Act.

25.2 Replaceable rules displaced

- (a) The provisions of this constitution displace each provision of a section or subsection of the Act that applies (or would apply but for this rule) to the Company;
- (b) The replaceable rules do not apply to the Company except those which operate as mandatory rules for public companies under the Act.