

OZPOL MANAGEMENT LIMITED

Constitution

Constitution – Ozpol Management Limited

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Constitution – Ozpol Management Limited

Article 1. Purpose of Company

1.1 Purpose

The purpose for which the Company is established is:

- (a) To establish, organise and promote services and facilities for the relief of poverty, illness, distress, disability, dependence, and infirmity, suffered especially by though not limited to, people of Polish descent living in Australia or those connected with the Polish community in Australia.
- (b) To promote and assist the welfare of aged, infirm, disadvantaged and needy people, especially, though not limited to, such people.
- (c) To establish, organise and promote services and facilities for the relief of poverty, illness, distress, disability, dependence, and infirmity suffered by such people.
- (d) To establish, organise and promote services and facilities for the improvement of the mental, physical and social well-being of such people.
- (e) To provide premises for the objectives in 1.1 (a) to (c) of this Constitution to occur.
- (f) To raise funds for the Company by way of donation, sponsorship, subscription, planned giving or public appeals and collections.
- (g) To receive any gifts of any real or personal property whether absolutely or upon trust to be used in furtherance of these objects.
- (h) To assist, enable, promote and join with other persons, bodies, organisations, authorities, and governments engaged in activities complimentary to, or compatible with, the achievement of these objects.
- (i) To promote and organise co-operation among all persons, bodies, organisations, authorities and governments engaged in activities complementary to, or compatible with the achievement of these objects.
- (j) To apply for, seek, enter into, carry out, exercise and comply with the conditions of any contract or other arrangement with any person, body organisation, authority or government to obtain any right, benefit, privilege, grant or concession likely to further these objects.

1.2 Application of income for purpose only

The surplus (if any) or other income and the property of the Company, however derived, must be applied solely towards the promotion of the purposes of the Company as set out in article 1.1. No part of that surplus or income or property may be paid or transferred to the Members (as Members), either directly or indirectly by way of dividend, bonus or otherwise.

1.3 Payment by the Company in good faith

Subject to article 6.5, article 1.2 does not prevent payment in good faith to an officer or Member, or to a firm of which an officer or Member is a partner:

- (a) of remuneration for services to the Company; or

- (b) for goods supplied in the ordinary course of business; or
- (c) of interest at a rate not exceeding the rate fixed for the purposes of this article 1.3 by the Company in general meeting on money borrowed from an officer or Member or a firm of which an officer or Member is a partner; or
- (d) of reasonable rent for premises let by an officer or Member or a firm of which an officer or Member is a partner; or
- (e) in accordance with article 1.1.

1.4 Application of property on winding up

If any property remains on the winding-up or dissolution of the Company and after satisfaction of all its debts and liabilities, that property may not be paid to or distributed among the Members (other than as envisaged by article 1.4(a) or (b)) but must be given or transferred to:

- (a) Ozpol Community Care, provided that Ozpol Community Care remains a public benevolent institution for the purposes of Item 4.1.1 in section 30-45(1) of the Income Tax Assessment Act 1997;
- (b) if Ozpol Community Care ceases to exist and has no successor in law that is a public benevolent institution, to an institution, the objects of which, as stated in its constitution, are restricted to promoting religion, charity or similar objects and which is prohibited from distributing its income and property among its members to an extent at least as great as imposed on the Company under this Constitution, and is a public benevolent institution for the purposes of Item 4.1.1 in section 30-45(1) of the Income Tax Assessment Act 1997.

If article 1.4(b) applies, the institution is to be determined by the Members at or before the time of dissolution.

Article 2. Membership

2.1 Becoming a Member

A person may only become a Member if:

- (a) the person is nominated by Ozpol Community Care; and
- (b) the person agrees to be bound by this Constitution.

The Secretary must enter the name of each such person in the register of members.

Membership of the Company is not capable of being transferred or assigned.

2.2 Ceasing to be a Member

A Member ceases to be a Member on:

- (a) resignation; or
- (b) death; or

- (c) becoming bankrupt or insolvent or making an arrangement or composition with creditors of the person's joint or separate estate generally; or
- (d) becoming of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health; or
- (e) if a body corporate, being dissolved or otherwise ceasing to exist, having a liquidator or provisional liquidator appointed to it, or being unable to pay its debts.

2.3 Resignation

A Member may by written notice to the Company Secretary resign their membership with immediate effect.

2.4 Limited Liability

The Members have no liability as Members except as set out in article 15.

Article 3. General meetings

3.1 Annual general meeting

Annual general meetings of the Company are to be held in accordance with the Corporations Act and at least once every financial year.

3.2 Power to convene general meeting

The Directors may convene a general meeting when they think fit. However, they must convene and arrange to hold a meeting when requisitioned by Members in accordance with the Corporations Act.

3.3 Members have power to convene general meeting

If there are not sufficient Directors for a quorum, a Director or a Member may convene a general meeting of the Company at the cost of the Company.

3.4 Period of notice of general meeting

Unless short notice is given under the Corporations Act, at least 21 days' written notice of a general meeting must be given to each Member.

3.5 Notice of general meeting

Notice of a meeting of Members must be given in accordance with article 13 and the Corporations Act.

3.6 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 and state the resolution, in accordance with the Corporations Act.

3.7 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.

3.8 Auditor's rights to attend general meetings

The Auditor 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 which concerns the Auditor in that capacity; and
- (d) 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.

The Auditor may authorise an agent in writing to do these things on their behalf.

3.9 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. A Director is not entitled to vote at a general meeting unless they are a Member.

3.10 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 article does not apply to a meeting convened by a single Director, by Members or by the Directors on the request of Members.

3.11 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.

3.12 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.

3.13 Notice period for postponed general meeting

The number of clear days from when a notice postponing the holding of a general meeting is given to the date specified in that notice for the holding of the meeting

may not be less than the number of days' notice of the meeting required to be given by this Constitution or the Corporations Act.

3.14 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.

3.15 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.

3.16 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 or appointment of a Representative if:

- (a) by the terms of an instrument appointing them, a proxy, attorney or Representative 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 or appointment of a Representative 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.

Article 4. Proceedings at general meetings

4.1 Business of annual general meeting

The business of an annual general meeting is to receive and consider the financial report and the reports of the Directors and the Auditor.

4.2 Special business

All business other than that referred to in article 4.1 which is transacted at an annual general meeting and all business transacted at any other general meeting is special business.

4.3 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;
- (b) Attorney; or
- (c) in the case of a body corporate which is a Member, a Representative.

4.4 Reference to a Member

Unless the contrary intention appears, a reference in article 4 to a Member means a person who is a Member, or is a proxy, attorney or Representative of that Member.

4.5 Number for a quorum

Subject to article 4.6, two persons present in person or by proxy, attorney or Representative is a quorum at a general meeting. In all other circumstances, two persons present in person or by proxy, attorney or Representative are a quorum at a general meeting.

4.6 Meaning of “member”

For the purpose of this rule: -

“member” includes a person attending as a proxy or representing a corporation which is a member.

4.7 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 chairman of the meeting on their own motion or at the request of a Member, proxy, attorney or Representative who is present otherwise declares.

4.7 Quorum and time

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

- (a) if within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting, if not convened upon the requisition of the members of the management committee or the association, shall lapse; and
- (b) in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the management committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

4.8 Adjourned meeting

At a meeting adjourned under article 4.7(b), if the Company has one Member, one person present in person or by proxy, attorney or Representative is a quorum. In all other circumstances two persons each being a Member, proxy, attorney or Representative present at the meeting are a quorum. If a quorum is not present within 15 minutes after the time appointed for the adjourned meeting, the meeting is dissolved.

4.9 Appointment and powers of Chairman of general meeting

If a director has been elected under article 8.8 as Chairman, that person is entitled to preside as chairman at a general meeting.

4.10 Absence of Chairman at general meeting

If a general meeting is held and:

- (a) a Chairman has not been elected by the Directors; or
- (b) the elected Chairman is not present within 15 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act,

the following may preside as chairman of the meeting (in order of precedence):

- (c) the Deputy Chairman (if any);
- (d) the Director chosen by a majority of the Directors present;
- (e) the only Director present;
- (f) a Member chosen by a majority of the Members present in person or by proxy, attorney or Representative.

4.11 Conduct of general meetings

The chairman 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 chairman'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 Corporations Act, terminate discussion or debate on any matter whenever the chairman considers it necessary or desirable for the proper conduct of the meeting,

and a decision by the chairman under this article is final.

4.12 Questions decided by majority

Subject to the requirements of the Corporations Act, a resolution is taken to be carried if a simple majority of the votes cast on the resolution are in favour of it.

4.13 Equality of votes – no casting vote for Chairman

If there is an equality of votes, whether on a show of hands or on a poll, the chairman of the general meeting is not entitled to a casting vote in addition to any votes to which the chairman is entitled as a Member or proxy, attorney or Representative of a Member.

4.14 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 chairman 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 chairman 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.

4.15 Poll

If a poll is properly demanded, it must be taken in the manner and at the date and time directed by the chairman and the result of the poll is the resolution of the meeting at which the poll was demanded.

A poll demanded on the election of a chairman or on a question of adjournment must be taken immediately.

A demand for a poll may be withdrawn.

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.

4.16 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 is not disallowed at that meeting or adjourned meeting or when the poll is taken is valid

4.17 Chairman to determine any poll dispute

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

4.18 Adjournment of general meeting

The chairman 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 any anytime and any place.

In exercising this discretion, the chairman may, but need not, seek the approval of the Members present. Unless required by the chairman, a vote may not be taken or demanded by the Members present in respect of any adjournment.

4.19 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.

Article 5. Votes of Members

5.1 Voting rights

Subject to the rights and any restrictions attached to or affecting any class of Members and to any other restrictions in this Constitution:

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

5.2 Right to appoint proxy

Subject to the Corporations Act, a Member entitled to attend at a meeting of the Company or of any class of Members is entitled to appoint another person (whether a Member or not) as proxy to attend in the Member's place at the meeting. A proxy has the same right as the Member to speak and vote at the meeting and may be appointed in respect of more than one meeting.

5.3 Right to appoint attorney

A member may by power of attorney appoint an attorney to act on the Member's behalf at all or any meetings of the Company or of any class of Members.

To be effective, an instrument appointing an attorney under this clause, together with any evidence of non-revocation the Directors require, must be received by the Company at least 48 hours before the meeting.

Article 6. Directors

6.1 Number of Directors

The number of Directors is to be not less than three.

At least two of the Directors must be ordinarily resident in Australia.

The directors in office at the time of adoption of this Constitution continue in office subject to this Constitution.

6.2 Appointment

Ozpol Community Care may by notice to the Company appoint a person to be a Director, either to fill a casual vacancy or as an additional director.

6.3 Removal of Director

Ozpol Community Care may by notice to the Company remove a Director from office as a director.

6.4 Remuneration of Directors

A Director may not be paid any remuneration for services as a Director. However, a Director is to be reimbursed out of the funds of the Company for their 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.

6.5 Director's reimbursement must be approved

Any payment to a Director by way of reimbursement must be approved by the Directors.

6.6 Director's interests

- (a) Subject to complying with the Corporations Act regarding disclosure of and voting on matters involving material personal interests, a Director may:
- (i) hold any office or place of profit in the Company, except that of auditor;
 - (ii) hold any office or place of profit in any other company, body corporate, trust or entity promoted by the Company or in which it has an interest of any kind;
 - (iii) enter into a contract or arrangement with the Company;
 - (iv) participate in any association, institution, fund, trust or scheme for past or present employees or directors of the Company or persons dependent on or connected with them;
 - (v) act in a professional capacity (or be a member of a firm which acts in a professional capacity) for the Company, except as auditor;
 - (vi) participate in, vote on and be counted in a quorum for any meeting, resolution or decision of the Directors and may be present at any meeting where any matter is being considered by the Directors; and
 - (vii) sign or participate in the execution of a document by or on behalf of the Company.
- (b) A director may do any of the above despite the fiduciary relationship of the Director's office:
- (i) without any liability to account to the company for any director or indirect benefit accruing to the Director; and
 - (ii) without affecting the validity of any contract or arrangement.
- (c) A reference to the company in this article is also a reference to each related body corporate of the Company.

6.7 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) becomes of unsound mind a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;
- (b) resigns office by notice in writing to the Company;
- (c) is not present personally at meetings of the Directors for a continuous period of 6 months without leave of absence from the Directors; or
- (d) is removed from office by notice given under article 6.3.

Article 7. Powers and duties of Directors

7.1 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 Corporations Act or by this Constitution, required to be exercised by the Company in general meeting.

7.2 Specific powers of Directors

Without limiting the generality of article 7.1 the Directors 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.

7.3 Appointment of attorney

The Directors may, by power of attorney, appoint any person to be the attorney of the Company for the purposes and with the powers, authorities and discretions held by the Directors for the period and subject to the condition that they think fit.

7.4 Provisions in power of attorney

A power of attorney granted under article 7.3 may contain any provisions for the protection and convenience of persons dealing with the attorney that the Directors think fit and may also authorise the attorney to delegate (including by way of appointment of a substitute attorney) all or any of the powers, authorities and discretions of the attorney.

7.5 Minutes

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

Article 8. Proceedings of Directors

8.1 Directors meetings

The Directors may meet together for conducting business, adjourn and otherwise regulate their meetings as they think fit.

8.2 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.

8.3 Questions decided by majority

A question arising at a meeting of Directors 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 Directors.

8.4 Chairman's casting vote

In the event of an equality of votes the chairman of the meeting has a casting vote, unless only two Directors are present and entitled to vote at the meeting on the question.

8.5 Quorum

Until otherwise determined by the Directors, three Directors present in person are a quorum

8.6 Two Directors can constitute a quorum

Notwithstanding article 8.6, a quorum is present during the consideration of a matter at a meeting of the Directors only if at least two Directors are present who are entitled to vote on any motion that may be moved at the meeting in relation to the matter.

8.7 Effect of vacancy

The continuing Directors may act despite a vacancy in their number. However, if their number is reduced below the minimum fixed by article 6.1, the continuing Directors may, except in an emergency, act only for the purpose of calling a general meeting.

8.8 Chairman and Deputy Chairman

- (a) The Directors must elect one of their number as Chairman and may elect one of their number as Deputy Chairman and may determine the period during which each is to hold office.
- (b) A person elected pursuant to article 8.8(a) will not take up office until the consent of Ozpol Community Care to the taking up of the office by that person is obtained.

8.10 Chairman to preside over Directors' meeting

The Chairman is entitled to preside at meetings of the Directors. If the Chairman is not present and able and willing to act within 15 minutes after the time appointed for a meeting or has signified an intention not to be present and able and willing to act, the following may preside (in order of entitlement):

- (a) the Deputy Chairman; or
- (b) a Director chosen by a majority of the Directors present.

8.11 Directors' committees

The Directors may delegate any of their powers to committees consisting of the Directors that they think fit and may revoke that delegation.

8.12 Powers delegated to Directors' committees

A committee to which any powers have been delegated under article 8.11 must exercise those powers in accordance with any directions of the Directors. These powers are then taken to have been exercised by the Directors.

8.13 Directors' committee meetings

Subject to article 8.16, 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 Directors so far as they are applicable.

8.14 Circulating resolutions

The Directors may pass a resolution without a Directors' meeting being held if all of the Directors who are 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. Separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy. The resolution is passed when the last Director signs.

8.15 Meeting by use of technology

A Directors' 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.

8.16 Validity of acts of Directors

All acts done at a meeting of the Directors or of a committee of Directors, 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.

Article 9. Chief Executive Officer

9.1 Appointment

The Directors may appoint a Chief Executive Officer. The Directors may give a Chief Executive Officer any of the powers conferred on them by this Constitution, subject, at the Director's discretion, to:

- (a) any time period;
- (b) specific purposes;
- (c) any other terms and restrictions.

All of those powers are given collaterally with and not to the exclusion of the powers of the Directors and may be revoked or varied by the Directors.

9.2 Appointment of a Director as Chief Executive Officer

The Directors may:

- (a) appoint one or more of their number to the office of Chief Executive Officer or to any other office, except auditor, of employment under the Company for the period and on the terms they think fit;

- (b) subject to the terms of any contract between the Chief Executive Officer and the Company, at any time remove or dismiss any Chief Executive Officer from that office.

9.3 Ceasing to be Chief Executive Officer

A Chief Executive Officer who at the time of his appointment as Chief Executive Officer was a Director automatically ceases to be Chief Executive Officer on ceasing to be a Director.

9.4 Remuneration of Chief Executive Officer

The remuneration of Chief Executive Officer may be fixed by the Directors.

Article 10. Secretary

10.1 Appointment of Secretary

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

10.2 Suspension and removal of Secretary

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

10.3 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 Directors.

10.4 Requirements of the Secretary

The secretary must be an individual residing in Queensland, or in another State but not more than 65 Km from the Queensland border.

Article 11. Seals

12.1 Safe custody of common seals

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

12.2 Use of common seal

If the Company has a common seal or duplicate common seal:

- (a) it may be used only by the authority of the Directors, or of a committee of the Directors authorised by the Directors to authorise its use; and
- (b) every document to which it is affixed must be signed by a Director and be countersigned by another Director, a Secretary or another person appointed by the Directors to countersign that document or a class of documents in which that document is included.

Article 12. Inspection of records

13.1 Inspection by Members

Subject to the Corporations Act, the Directors may determine whether and to what extent, and at what times and places and under what conditions, the accounting records and other documents of the Company or any of them will be open to inspection by the Members (other than Directors).

Article 13. Service of documents

14.1 Document includes notice

In Part 13 (“Service of documents”), a reference to a document includes a notice.

14.2 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.

14.3 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 day after the date of its posting.

14.4 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.

Article 14. Indemnity

15.1 Indemnity of officers, Auditors and agents

Every person who is or has been a Director is entitled to be indemnified out of the property of the Company against:

- (a) every liability incurred by the person in that capacity (except a liability for legal costs); and
- (b) all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the person becomes involved because of that capacity,

unless,
- (c) the Company is forbidden by statute to indemnify the person against the liability or legal costs; or
- (d) an indemnity by the Company of the person against the liability or legal costs would, if given, be made void by statute.

15.2 Insurance

The Company may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring a person who is or has been a Director or Secretary or executive officer of the Company against liability incurred by the person in that capacity, including a liability for legal costs, unless:

- (a) the Company is forbidden by statute to pay or agree to pay the premium; or
- (b) the contract would, if the company paid the premium, be made void by statute.

Article 15. Winding up

Each Member undertakes to contribute an amount not exceeding \$10 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;
- (b) the costs, charges and expenses of the winding up; and
- (c) adjustment of the rights of the contributories among themselves.

Article 16. Accounts

The Directors must cause the accounts of the Company to be audited in accordance with the requirements of the Corporations Act.

Article 17. Definitions and interpretation

18.1 Definitions

In this constitution unless the contrary intention appears:

article means an article of this Constitution

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

Chairman means the chairman of the board of directors of the Company and
Deputy Chairman means the deputy chairman of the board.

Chief Executive Officer means a person appointed as chief executive officer under Part 9.

Company means Ozpol Management Limited

Constitution means this constitution as it is amended from time to time.

Corporations Act means the Corporations Act 2001 (C'wlth).

Director means a director of the Company.

Directors means all or some of the directors of the Company acting as a board.

Member means a member of the Company.

Part means a part of this Constitution.

Registered Office means the registered office for the time being of the Company.

Representative means a person appointed to exercise powers of a Member which is a body corporate in accordance with the *Corporations Act.2001*.

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.

Ozpol Community Care means Ozpol Community Care Association Inc. An Association incorporated under the *Associations Incorporations Act 1981 (Qld)*.

18.2 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 reference to an article is a reference to one of the articles;

- (f) 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.

18.3 Corporations Act

In this Constitution unless the contrary intention appears:

- (a) an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Corporations Act, the same meaning as in that provision of the Corporations Act; and
- (b) “section” means a section of the Corporations Act.

The provisions of the **Corporations Act** that apply as replaceable rules are displaced by this Constitution and accordingly do not apply to the Company.

18.4 Headings

Headings are inserted for convenience and do not affect the interpretation of this Constitution.