

CORPORATIONS ACT 2001

A Company Limited by Guarantee and not having a Share Capital

**CONSTITUTION**

**of**

**RURAL AND REMOTE MEDICAL SERVICES LIMITED**

(ACN 097 201 020)

**NAME**

- 1 The name of the Company is Rural and Remote Medical Services Limited.

**INTERPRETATION**

- 2 (a) In this Constitution:

**Act** means the Corporations Act 2001 and includes any amendment or reenactment of the same or any legislation passed in substitution;

**Board** means the board of directors of the Company;

**Chairperson** means the chairperson of the Board or of a general meeting of members, whichever is applicable in the context;

**Company** means Rural and Remote Medical Services Limited;

**Director** means a director of the Board;

**member** means a person who is granted membership of the Company;

**Non-voting member** means a member having the rights, obligations and restrictions stated for Non-voting members in clause 18.

**Person** includes unincorporated associations, incorporated associations and corporations;

**Register** means the register of members kept pursuant to the Act;

**Seal** means the common seal of the Company;

**Secretary** means any person appointed to perform the duties of a secretary of the Company;

**Special Resolution of the Board** means a resolution passed at a meeting of the Board of which not less than 21 days notice of the prepared resolution

has been given being a resolution passed by a majority of at least seventy-five per cent (75%) of the Directors present and voting;

**Voting member** means a member having the rights, obligations and restrictions stated for Voting members in clause 18.

- (b) Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form.
- (c) A reference to one gender includes a reference to the other genders.
- (d) An expression used in a particular Part or Division of the Act that is given by that Part or Division a special meaning for the purposes of that Part or Division has, in any of these regulations that deals with a matter dealt with by that Part or Division, unless the contrary intention appears, the same meaning as in that Part or Division.
- (e) In the event of an inconsistency between this Constitution and any mandatory rule pursuant to the Act then to the extent necessary the mandatory rule shall prevail. In the event of a conflict between replaceable rules and this Constitution then to the extent permitted by the Act, this Constitution shall prevail. The replaceable rules shall, to the extent not necessarily inconsistent with this Constitution, be included in this Constitution.

## **OBJECTS**

- 3 The objects for which the Company is established are to:
- (a) benefit rural communities in New South Wales by the relief of sickness;
  - (b) facilitate the provision of medical and associated services to selected New South Wales rural and remote communities that experience consistent difficulty in obtaining a level of medical services appropriate to their population size and circumstances;
  - (c) establish and maintain locally appropriate medical practice facilities and conditions that will facilitate the recruitment and retention of medical practitioners and associated personnel in those selected communities;
  - (d) maximise the effectiveness of medical and health services in rural communities by undertaking and promoting sustainable and practical co-ordination and integration of services with other providers of health and medical services to those selected communities;
  - (e) participate actively in the planning of local and regional medical and health services for the selected communities;
  - (f) inform the public and other stakeholders of the health and medical workforce issues in the communities in which it is active and maintain effective channels of communication with stakeholders at the Area Health Service and State level;

- (g) seek and develop partnerships with medical and health academic, professional and research organisations that can contribute to better understanding of rural health conditions and better design and implementation of prevention and treatment activities;
- (h) monitor the success or otherwise of Company approaches to improving rural health outcomes, and disseminate the results to other communities and stakeholders;
- (i) procure funding for the purpose of facilitating these objects; and
- (j) do all such acts as are incidental and conducive to the furtherance of the above objects.

## **POWERS**

4.1 For the purpose of carrying out the objects for which the Company is established and not otherwise the Company has the legal capacity of a natural person as contained in the Act and, without limiting the generality of the foregoing, has the power to:

- (a) contract or enter into arrangements with any person, company, incorporated or unincorporated group or association that may seem conducive to the Company's objects or any of them and to obtain from any such person, company, incorporated or unincorporated group or association any rights privileges and concessions which the Company may think it desirable to obtain;
- (b) subscribe to, become a member of and to operate with or amalgamate with any other association or organisation. whether incorporated or not, whose objects are similar to those of the Company PROVIDED THAT the Company shall not subscribe to or support with its funds or amalgamate with any association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Company under or by virtue of clause 4;
- (c) purchase, take on lease or in exchange, hire, accept or otherwise acquire (whether absolutely or in trust) any lands, building, easement or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Company PROVIDED THAT if the Company takes or holds any property which may be subject to any trust the Company shall deal with the same only in such manner as is allowed by the law having regard to such trusts;
- (d) enter into any arrangement with any Government or authority, supreme, municipal, local or otherwise, that may seem conducive to the Company's objects or any of them and to obtain from any such Government or authority any grants, rights, privileges and concessions which the Company may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, grants, rights, privileges and concessions;

- (e) appoint, employ, remove or suspend such manager, clerks, secretaries servants and other persons as may be necessary or convenient for the purposes of the Company;
- (f) construct, improve, maintain, develop, work, manage, carry out, alter or control any buildings, grounds or works which may seem calculated directly or indirectly to advance the Company's interests and to contribute to, subsidise, or otherwise assist and take part in, the construction, working, management, carrying out, alteration or control thereof;
- (g) invest and deal with the money of the Company not immediately required for the purposes of the Company in such manner as may be permitted by law or the investment of trust funds;
- (h) borrow or raise or secure the payment of money in such manner as the Company may think fit and secure the same or the repayment or performance of any debt liability contract guarantee or other engagement incurred or to be entered into by the Company in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Company's property (both present and future), and to purchase, redeem, or pay off such securities;
- (i) make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- (j) sell, improve, manage develop, exchange, lease, dispose, turn to account or otherwise deal with all or any part of the property and rights of the Company;
- (k) take or hold mortgages liens and charges to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Company's property of whatsoever kind sold by the Company or any money due to the Company from purchasers and others;
- (l) take such steps by personal or written appeals, public meetings, or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Company; and
- (m) to transact any business activities that further the objects of the Company.

4.2 The powers set forth in subsection 124(1) of the Act do not apply to the Company except in so far as they are included in clauses 3 and 4.1.

### **LIABILITY OF MEMBERS LIMITED**

5 The liability of members of the Company is limited.

### **GUARANTEE BY MEMBERS**

6 Each member of the Company undertakes to contribute to the property of the Company in the event of its being wound up while the member is a member of the

Company or within one (1) year after the member ceases to be a member for payment of the debts and liabilities of the Company contracted or incurred before the time at which the member ceased to be a member and the costs charges and expenses of winding up and for an adjustment of the rights of contributories among themselves such amount as may be required not exceeding ten dollars (\$10.00).

### **APPLICATION OF ASSETS & INCOME**

- 7 The assets and income of the Company shall be applied solely in the furtherance of the objects set out in clause 3 and no portion shall be distributed directly or indirectly to the members of the Company except in accordance with grants or in accordance with the objects of the Company or as bona fide compensation for services rendered or expenses incurred on behalf of the Company.

### **WINDING UP**

8. (a) If upon the winding up or dissolution of the Company there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other company, association or institution having objects similar to the objects of the Company and whose Constitution prohibits the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of this clause 8, and who has been endorsed as a deductible gift recipient under Division 30 of the Income Tax Assessment Act 1997, such company, association or institution to be determined by the members of the company at or before the time of the dissolution of the Company.
- (b) In accordance with Division 30, section 30-20, item 1.1.6. of the *Income Tax Assessment Act 1997*, the Company is required to maintain a Gift Fund. If the Gift Fund is wound up or if the endorsement of the Company as a deductible gift recipient is revoked, any surplus assets of the Gift Fund remaining after the payment of liabilities attributable to it shall be transferred to a fund, authority or institution to which income tax deductible gifts can be made.
- (c) The Company shall advise the Commissioner of Taxation, in writing, of any amendments, additions or deletions to the governing rules within 30 days of those changes being made.

### **ACCOUNTS**

- 9 True accounts shall be kept of the sums of money received and expended by the Company and the matter in respect of which such receipt or expenditure take place, and of the property, credits and liabilities of the Company and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the Constitution for the time being in force, shall be open to the inspection of the members. Once at least in every year, the accounts of the Company shall be examined by one or more properly qualified auditor or auditors who shall report to the members in accordance with the provisions of the Act.

## **MEMBERSHIP**

- 10 The number of members of the Company is unlimited.
- 11 The following persons are the members of the Company as at the date of the adoption of this Constitution:
- (a) Mr Mark Lynch as a Voting member;
  - (b) Dr Ken Mackey as a Voting member;
  - (c) Dr Amanda Barnard as a Voting member; and
  - (d) Ms Jan Newland as a Voting member.
- 12 The Board may from time to time by Special Resolution invite other persons to be members, who shall in accordance with clause 18 be either a Voting member or a Non-voting member, as determined by the Board.
- 13 Every applicant for membership must:
- (a) sign an application for membership in such form as may from time to time be prescribed by the Board; and
  - (b) undertake, as a condition of admission, to pay to the Company such entrance fee (if any) and annual subscription as may from time to time be payable to the Company in accordance with this constitution.
- 14 A Register of Members shall be kept in the office of the Company setting forth the names in full and addresses of all members and the class of membership of the members. The Register shall also show:
- (a) the date of admission to and cessation of membership; and
  - (b) such other information as the Board may from time to time determine.
- 15 Each member shall notify the Secretary in writing of any change in that member's address within a period of one (1) month next following such change and all notices given to the address last notified shall be considered fully received.
- 16
- (a) A member shall pay such annual subscriptions as the Board may determine.
  - (b) The Board is empowered to set subscriptions and the payment of same in such manner as it may think fit.
- 17 The Board is empowered to set different rates of subscriptions for different classes of membership of the Company.

## MEMBERSHIP CLASSES

- 18 The members shall comprise the following classes with the following rights, obligations and restrictions and which otherwise shall have the same rights and obligations:

### **Voting member:**

The right to receive notice of, attend and to vote at each general meeting of the Company, whether by a show of hands or by poll.

### **Non-voting member:**

The right to receive notice of and to attend, but not to vote, at each general meeting of the Company.

## CESSATION OF MEMBERSHIP

- 19 Every member shall have the right at any time to resign from membership of the Company by giving written notice to the Secretary.
- 20 A member shall cease to be a member:
- (a) on the passing of a resolution in accordance with clause 21; or
  - (b) upon the member resigning.
- 21 The Board may by a Special Resolution of the Board expel any member as a member of the Company and to erase the member's name from the Register of Members provided that:
- (a) at least one (1) month before the meeting of the Board at which such a resolution is proposed to be passed the member shall have had notice of such meeting and of the proposed resolution; and
  - (b) the member shall at or prior to such meeting and before the passing of such resolution have an opportunity, either orally or in writing, to address the Board concerning the proposed resolution. For the avoidance of doubt, if the member, after being invited by the Board to address the Board concerning the proposed resolution, does not address the Board, the Board may resolve to expel the member by Special Resolution of the Board.

## GENERAL MEETINGS

- 22 Subject to the Act an Annual General Meeting of the Company shall be held at such time and place as may be determined by the Board provided that an Annual General Meeting shall be held in each calendar year not more than fifteen (15) months after the holding of the last preceding Annual General Meeting.
- 23 All meetings of members pursuant to this Constitution other than the Annual General Meeting shall be called general meetings.

- 24 Subject to the provisions of the Act relating to special resolutions fourteen (14) days' notice at least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which the notice is given) of the date, hour and place of any general meeting and of any business deemed by this Constitution to be special business shall be given by the Secretary to all members, by written notice forwarded to their current address in the Register of Members.
- 25 With the notice of an Annual General Meeting there shall be forwarded a copy of the Audited Financial Statement in accordance with the Act to be presented to the Annual General Meeting.
- 26 The accidental omission to give notice of a meeting to any member shall not invalidate the proceedings at any general meeting.

### **PROCEEDINGS AT GENERAL MEETINGS**

- 27 All business shall be special business that is transacted at a general meeting.
- 28 The business of an Annual General Meeting shall be as follows:
- (a) to adopt and confirm the minutes of the previous Annual General Meeting;
  - (b) to receive the Directors' report to members;
  - (c) to receive and consider the audited financial statement in accordance with the Act;
  - (d) to elect as necessary an auditor or auditors and to receive the auditor's report;
  - (e) to appoint directors to the Board in accordance with clause 54;
  - (f) to deal with any other business which shall be deemed to be special business.
- 29 No business shall be transacted at an Annual General Meeting or any general meeting of the Company unless a quorum of members is present in person or by delegate at the time when the meeting proceeds to business provided that the Company may hold a general meeting at two or more venues using any technology that gives the members as a whole a reasonable opportunity to participate.
- 30 Save as herein otherwise provided, three (3) Voting members constitute a quorum.
- 31 The Chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 32 When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

- 33 Except as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 34 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
- (a) by the Chairperson; or
  - (b) by at least two (2) Voting members present in person.
- 35 Unless a poll is so demanded a declaration by the Chairperson that a resolution has on a show of hands been carried unanimously, or by a particular majority, or last, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against the resolution.
- 36 The demand for a poll may be withdrawn.
- 37 If a poll is duly demanded it shall be taken in such manner and subject to clause 38 either at once or after an interval or adjournment or otherwise as the Chairperson directs, and the result at the poll shall be the resolution of the meeting at which the poll was demanded.
- 38 A poll demanded on the election of a Chairperson or on a question of adjournment shall be taken forthwith.
- 39 In a case of an equality at votes, whether on a show of hands or on a poll, the Chairperson of the meeting at which the show of hands takes place or at which the poll is demanded in addition to his or her deliberative vote shall be entitled to a second or casting vote.
- 40 A Voting member entitled to vote at a general meeting of the Company whether on a show of hands or a poll shall have one (1) vote only.
- 41 An objection may be raised to the qualification of a voter only at the meeting or adjourned meeting at which the vote objected to is given or tendered.
- 42 Any such objection shall be referred to the Chairperson of the meeting, whose decision is final.
- 43 A vote not disallowed pursuant to such an objection is valid for all purposes.

## **DELEGATES**

### **Right to Appoint Delegates**

- 44 A Voting member may appoint one (1) person to be his or her Delegate to attend and vote on his or her behalf at general meetings.
- 45 A Voting member may at any time:

- (a) appoint any person to be a substitute Delegate for any particular or other general meeting; and
- (b) revoke the appointment of any Delegate or substitute Delegate and appoint any other person in his or her place.

### **Instrument to be in writing**

- 46 An instrument appointing or revoking the appointment of a Delegate shall be in writing signed by the member.

### **Form**

- 47 Every instrument appointing a Delegate shall be substantially in the following form or as otherwise determined by the Directors from time to time.

#### **Appointment of Delegate:**

(Name of Member) hereby appoints (name of Delegate) as his or her Delegate to attend the meeting of the Company on (insert date)/until further notice. (Delete one)

Signed by (the Member)  
on (date).

- 48 The Chairperson may in his or her discretion admit an instrument of appointment of a Delegate notwithstanding that it fails to comply strictly with the form set out in clause 47.
- 49 A Delegate may be appointed only for a single meeting in which case the instrument shall specify the day upon which the meeting at which it is intended to be used is to be held and shall only entitle the Delegate to attend (and vote at the meeting in the case of the Delegate of a Voting member) so specified and any postponement or adjournment thereof.

## **DIRECTORS**

- 50 The Board of Directors shall consist of not less than three (3) persons and must each be a Voting member.
- 51 The office-bearers of the Company shall, subject to clauses 18 and 55, be appointed by the Board from time to time and shall consist of a Chairperson, deputy chairperson and an honorary treasurer, all of whom must be a director of the Board, together with a secretary who may or may not be a director of the Board.
- 52 The following named persons constitute the Board as at the date of the adoption of this Constitution:
- (a) Mr Mark Lynch;
  - (b) Dr Ken Mackey;

- (c) Dr Amanda Barnard; and
  - (d) Ms Jan Newland.
- 53 At the 2015 annual general meeting each director must retire, but is eligible for re-election, provided that at that time he or she is still a Voting member.
- 54 Subject to clauses 53 and 61, each Director must retire at every second Annual General Meeting, but is eligible for re-appointment by the Voting members at that meeting in accordance with clause 28, provided that at that time he or she is still a Voting member.
- 55 At each Annual General Meeting the Voting members shall appoint one Director to be the Chairperson of the Board and at general meetings of members, who shall hold office until the next Annual General Meeting of the Company following his or her appointment. A Chairperson shall be eligible for re-appointment provided that a Chairperson shall not, subject to clause 56, serve more than two (2) consecutive years as Chairperson.
- 56 If the Chairperson has served two (2) consecutive years in that position, he or she may, if so resolved by the Voting members on the recommendation of the Board, serve an additional 12 months in that position.
- 57 Directors shall be natural persons all of whom shall ordinarily reside in Australia.
- 58 Each Director may with the consent of the Board appoint an alternate to attend and vote on his or her behalf at all meetings of the Board at which the Director is not present.
- 59 The Directors shall be paid such remuneration as is from time to time determined by the Company in general meeting. That remuneration shall be deemed to accrue from day to day.
- 60 The Directors may also be paid all travelling and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or general meetings of the Company or otherwise in connection with the business of the Company.
- 61 The office of a Director shall become vacant if the Director:
- (a) becomes bankrupt or makes any arrangement composition with his or her creditors generally;
  - (b) becomes prohibited from being a director of a company by reason of any order made under the Act;
  - (c) ceases to be a Director by operation of the Act;
  - (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
  - (e) resigns his or her office by notice in writing to the Company; or

(f) is directly or indirectly interested in any contract or proposed contract with the Company which interest has not been disclosed by the Director in accordance with the Act.

62 A Director may be removed from office by resolution of the Board if the Director is absent without permission of the Board from three (3) consecutive meetings of the Board.

63 In the event of a vacancy in the office of a Director or there is created a new seat on the Board, the position may be immediately filled by a person appointed by Special Resolution of the Board, provided that at the time of such appointment the person is also a Voting member or is appointed a Voting member. The person so appointed shall hold office until the next Annual General Meeting in which all Directors must retire in accordance with clause 54, but is eligible for re-appointment provided that at that time he or she is still a Voting member.

### **POWERS AND DUTIES OF THE DIRECTORS**

64 Subject to the Act and to any other provisions of this Constitution the business and general affairs of the Company shall be under the management of the Directors who may pay all expenses incurred in promoting the Company and may exercise all such powers of the Company as are not by the Act or by these Constitution required to be exercised by the Company in general meeting.

65 The Directors may prepare, adopt and amend rules for the efficient operation and management of the business of the Company.

66 Without limiting the generality of the provisions of clause 65, the Board may exercise all the powers of the Company to borrow or raise money to mortgage, charge, lease, licence or sell any property or business of the Company, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability, or obligation of the Company or of any other person.

67 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two Directors or in such other manner as the Board from time to time determines.

68 For the purposes of the Constitution the rate of interest payable in respect of money lent by members to the Company shall not exceed the rate paid for the time being by the Company's bankers in respect of term deposits of the amount lent for the term lent.

69 The Directors may by power of attorney, appoint any person or persons to be the attorney or attorneys of the Company for such purposes with such powers and authorities and discretions (being powers, authorities and discretions vested in or exercisable by the Board), for such period and subject to such conditions as the Directors think fit.

70 Any such power of attorney may contain such provisions for the protection and convenience of persons dealing with the attorney as the Directors think fit and may also authorise the attorney to delegate all or any of the powers, authorities

and discretions vested in the attorney.

71 The Board shall cause minutes to be made:

- (a) of all appointments of Officers and servants;
- (b) of names of members of the Board present at all meetings of the Company and of the Board; and
- (c) of all proceedings at all meetings of the Company and of the Board.

Such minutes shall be signed by the Chairperson of the meeting at which the proceedings were held or by the Chairperson of the next succeeding meeting.

### **PROCEEDINGS OF THE DIRECTORS**

72 The Directors may meet together for the dispatch of business and adjourn and otherwise regulate their meetings as they think fit provided that at least four (4) meetings of Directors are held per year.

73 A Director may at any time by five (5) days notice to each other Director convene a meeting of Directors, such notice to give details of the matters proposed to be raised and the time and place of the meeting.

74 The Secretary shall on the requisition of a Director by five (5) days notice to each Director, such notice to give details of the matters proposed to be raised and the time and place of the meeting, convene a meeting of Directors.

75 Any notice of a meeting of Directors may be given in writing or by email facsimile, telex, telegram or cable or by telephone or any other means of communication.

76 Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of votes of Directors present and voting and any such decision shall for all purposes be deemed a decision of the Board.

77 The quorum necessary for the transaction of the business of the Board shall be three Directors.

78 Where a meeting of the Board is held and the Chairperson 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 Directors present may elect one of their number to be Chairperson of the meeting.

79 The Board may act notwithstanding any vacancy in the Board but if and so long as their number is reduced below the minimum number fixed by this Constitution, the Continuing Director or Directors may act, subject to clause 63, for the purpose of increasing the number of Directors to that number or of convening a general meeting of the Company, but for no other purpose.

80 All acts done by any meeting of the Board or a subcommittee of the Board or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person acting as

aforesaid, or that the Directors or any of them were disqualified be as valid as if every such person had been duly appointed and was qualified to be a Director.

- 81 If all Directors have signed a document containing a statement that they are in favour of a resolution of the Board in terms set out in the document, a resolution in those terms shall be deemed to have been passed at a meeting of the Directors held on the day on which the document was signed and at the time at which the document was last signed by a Director or if the Directors signed the document on different days on the day on which and at the time at which the document was last signed by a Director.
- 82 For the purposes of this Constitution two (2) or more separate documents containing statements in identical terms each of which is signed by one or more Directors shall together be deemed to constitute one document containing a statement in those terms signed by those Directors on the respective days on which they signed the separate documents.
- 83 For the purpose of this Constitution the contemporaneous linking together by telephones radio or other form of instantaneous audio and visual communication including without the limiting the generality of the foregoing by email internet conference or telephonic conference or other technology that gives the Directors as a whole a reasonable chance to participate of a number of Directors constituting not less than the quorum required for the purpose of this Constitution whether or not one or more of the Directors is outside Australia shall be deemed to constitute a meeting of the Directors and all the provisions of these Constitution as to the meetings of the Directors shall apply to such meeting so long as the conditions set out in clause 84 are met.
- 84 The conditions referred to in clause 83 are that:
- (a) all the Directors for the time being entitled to receive notice of a meeting of the Directors (including any alternate Director for any Director for the time being unable to act as Director) shall be entitled to notice of the meeting to be conducted by telephone, radio or other form instantaneous audio or audio and visual communication including without the limiting the generality of the foregoing by email internet conference or telephonic conference or other technology that gives the Directors as a whole a reasonable chance to participate;
  - (b) notice of any such meeting shall be given in accordance with clauses 73 or 74;
  - (c) each of the Directors taking part in the meeting shall be linked by telephone, radio or other form of instantaneous audio or visual communication including without the limiting the generality of the foregoing by email internet conference or telephonic conference or other technology that gives the Directors as a whole a reasonable chance to participate;
  - (d) at the commencement of the meeting each Director must acknowledge his or her presence to all the other Directors taking part together with the name of any other person present; and

- (e) if the secretary is not present at the meeting, one of the Directors so present shall take minutes of the meeting.

85 A Director may not leave a meeting conducted pursuant to clause 83 by disconnecting his or her telephone, radio or other form of communication unless he or she has previously obtained the express consent of the Chairperson of the meeting. In the event of a break or a disconnection of a telephone, radio or other form of communication then the Chairperson shall take reasonable steps to reconnect the form of communication and if unable to do so may at their absolute discretion adjourn or continue the meeting.

86 A Director shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting by telephone, radio or other form of instantaneous audio or audio and visual communication including without the limiting the generality of the foregoing by email internet conference or telephonic conference unless she has previously obtained the express consent of the Chairperson of the meeting to leave the meeting.

87 A minute of the proceedings at a meeting held by telephone, radio or instantaneous audio or audio and visual communication including without the limiting the generality of the foregoing by email internet conference or telephonic conference shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified on a correct minute by the Chairperson of the meeting or by the secretary if present at the meeting. No Board meeting held by such means may be electronically or digitally recorded unless all participants in the meeting are informed of such intention to record prior to the commencement of the recording.

88 The Board may appoint from among its members or any other person or persons subcommittees for any purpose whatever which from time to time it may think desirable and may delegate to any such subcommittee such powers as it may think fit not being duties imposed on the Board as the Directors of the Company by the Act or the general law.

89 Each subcommittee appointed in accordance with the preceding clause shall have at least one (1) Director as a member of that subcommittee.

90 Unless otherwise specified in the minute of the Directors appointing the subcommittee the quorum of all subcommittees shall consist of a majority of the members of such subcommittee.

91 Any subcommittee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board.

92 The Board and any subcommittee may also co-opt advisers who are not members of the Company but such advisers shall have no vote.

93 A subcommittee may elect a Chairperson of its meetings. If no such Chairperson is elected or if at any meeting the Chairperson is not present within ten (10) minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairperson of the meeting.

94 A subcommittee may meet and adjourn as it thinks proper. Questions arising

at any meeting shall be determined by a majority of votes of the members of the Subcommittee entitled to vote at general meetings of the Company who are present, and in the case of an equality of votes, the Chairperson in addition to his or her deliberative vote shall have a casting vote.

### **SECRETARY**

95 The Secretary shall in accordance with the Act be appointed by the Directors for such term, upon such conditions as they think fit, and any secretary so appointed may be removed by them.

### **SEAL**

96 The Board shall provide for the safe custody of the seal.

97 The seal shall only be used by the authority of the Board.

98 Every document to which the seal is affixed shall be signed by a Director and shall be countersigned by the secretary or by another Director or by some other person appointed by the Board to countersign that document or a class of documents in which that document is included.

### **ACCOUNTS**

99 The Board shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) accompanied by a copy of the Auditors report thereon as required by the Act provided however that the Board shall cause to be made out and laid before each Annual General Meeting a balance sheet and profit and loss account made up to a date not more than five (5) months before the date of the meeting.

100 The Board shall from time to time determine in accordance with the Constitution at what times and places and under what conditions or directions the accounting and other records of the Company shall be open to the inspection of members.

### **AUDIT**

101 A properly qualified auditor or auditors shall be appointed and his or her or their duties regulated in accordance with the Act.

### **NOTICES**

102 A notice may be given by the Company to any member either by serving on the member personally or by sending it by post to the member at his or her registered address, or to the address, if any, supplied by the member to the Company for the giving of notices to such member.

103. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting on the day after the date of its posting and in any other case at the time at which the letter would be delivered in the ordinary course of post.

104 Notice of every general meeting shall be given in any manner hereinbefore authorised to:

- (a) every member except those members who have not supplied to the Company an address for the giving of notices to them;
- (b) the auditor or auditors for the time being of the Company.

No other person shall be entitled to receive notices of general meetings.

### INDEMNITY

105 Except to the extent that it is prohibited from doing so by the Act, the Company:

- (a) indemnifies every person who is or has been a Board member or secretary of the Company or of any related body corporate of the Company against:
  - (i) any liability (other than a liability for legal costs) incurred in that capacity; and
  - (ii) any liability for legal costs incurred in connection with proceedings relating to, or in defending an action for a liability incurred in, that capacity; and
- (b) may pay or agree to pay a premium in respect of a contract insuring any such person against any such liability.

### AMENDMENTS

- 106 (a) This Constitution or a provision of this Constitution may be modified or repealed by a special resolution of Voting members or in accordance with the *Corporations Act 2001*.
- (b) For the purposes of paragraph (a) of this clause, **special resolution of Voting members** means a resolution of Voting members at a general meeting of the Company:
- (i) of which not less than 21 days notice has been given in accordance with this Constitution and the *Corporations Act 2001*; and
  - (ii) that has been passed by at least 75% of the votes cast by Voting members entitled to vote on the resolution.