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Constitution

Australian Cyber Security Research Institute Limited

ACN 605 454 144

A company limited by guarantee

Constitution of Australian Cyber Security Research Institute Limited

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Preliminary

1. Defined terms & interpretation

1.1 In this Constitution unless the contrary intention appears:

AGM means an annual general meeting.

Annual Fee means the annual membership fee as specified in Item 6 of Schedule 1, which fee is to be paid by each Member as specified by the Board and may be altered as approved in an AGM.

ARI means an "Approved Research Institute" under the ITAA.

Auditor means the Institute's auditor.

CEO means the chief executive officer of the Institute, appointed pursuant to rule 44.1.

Chairperson means the person appointed as Chairperson pursuant to rule 28.

Committee has the meaning given in rule 36.1 and includes any Board Committee or Advisory Committee.

Consortium Agreement means an agreement between the Institute and other persons governing the activities of the Institute as amended or replaced from time to time.

Constitution means the constitution of the Institute as amended from time to time.

Corporations Act means the *Corporations Act 2001* (Cth) as modified or amended from time to time.

Deductible Contribution means a deductible contribution for the object of the company as described in items 7 or 8 of the table in section 30-15 of ITAA 97.

Director means any person occupying the position of director of the Institute.

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

Field means cyber security and associated areas of action and investigation (such as law, psychology and education) as they pertain to cyber security.

Financial Year means a 12 month period ending on 30 June.

Institute means Australian Cyber Security Research Institute Limited.

Initial Members means CISCO Systems Australia Pty Limited, as a Patron Member and Edith Cowan University as a Full Member.

ITAA means the *Income Tax Assessment Act 1936* (Cth) or the *Income Tax Assessment Act 1997* (Cth) as modified or amended from time to time and includes any regulations made under that Act and any exemption or modification to that Act applying to the Institute.

Member means a member under rule 5.

NSC means the nomination and selection committee established under rule 26.1.

Office means the Institute's registered office.

Project means a discrete piece of research or commercialisation activity undertaken by the Institute for or with its Members or any third party.

Project Fee means an amount determined by the Board and agreed with Members participating in Projects, as being a contribution to that Project.

Register means the register of Members of the Institute.

Registered Address means the last known address of a Member as noted in the Register.

Representative means a person appointed as such under rule 8.

Research Committee means the committee established and operated as specified in rule 37.

Research Fund has the meaning given in rule 66.

Project Fee means the fees payable by each Member, Affiliate or third party engaged in a Research Project.

Seal means the Institute's common seal (if any).

Secretary means any person appointed by the Directors to perform any of the duties of a secretary of the Institute and if there are joint secretaries, any one or more of such joint secretaries.

Special Majority means a majority of at least 75% of the votes cast by Members or Directors as relevant.

Special Majority Issues - Board means those issues identified in Item 4 of Schedule 1.

Special Majority Issues - Members means those issues identified in Item 3 of Schedule 1.

- 1.2 In this Constitution, unless the contrary intention appears:
 - (a) the singular includes the plural and vice versa and words importing a gender include other genders;
 - (b) words importing natural persons include corporations;
 - (c) words and expressions defined in the Corporations Act have the same meaning in this Constitution; and
 - (d) headings are for ease of reference only and do not affect the construction of this Constitution.
- 1.3 Unless the contrary intention appears in this Constitution, an expression in a rule of this Constitution has the same meaning as in a provision of the Corporations Act that deals with the same matter as the rule.
- 1.4 To the extent permitted by law, the replaceable rules in the Corporations Act do not apply to the Institute.
- 1.5 The Directors agree to call a general meeting forthwith after execution of the Consortium Agreement and the Member or Members agree to adopt, without amendment, changes to this Constitution as agreed by the Members and incorporated into this Constitution in Schedule 2.

2. Objects

- 2.1 The Institute is established as a non-profit institution, to operate as an ARI, with the public, charitable objects of:
- (a) advancing the safety and security of Australia and the Australian public in the Field, including by:
 - (i) undertaking scientific research in the Field and promoting a managed and cooperative approach to scientific research in the Field; and
 - (ii) disseminating outcomes of its research for the benefit of the Australian community, Australian government and Australian industry;
 - (b) advancing education in the Field, including:
 - (i) for students and professional development of persons working in the Field; and
 - (ii) promoting a managed and cooperative approach to education in the Field; and
 - (c) promoting or opposing a change to any matter established by law, policy or practice in the Commonwealth, a state, a territory or another country, where that change furthers or opposes object (a) or (b).
- 2.2 In pursuit of the achievement of these objects, the Institute may do all things incidental or ancillary thereto, including but not limited to:
- (d) where appropriate, leveraging international collaborations to maximise benefit to Australia; and
 - (e) ensuring that the Members, with their differing disciplines and backgrounds, through their participation in the Institute, add value to each other so that the performance of the Institute will be greater than that of each Member acting independently.

Income and property of Institute

3. Income and property of Institute

- 3.1 The income and property of the Institute will only be applied solely towards the promotion of the objects of the Institute set out in rule 2 and no portion of it will be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to the Members or Directors of the Institute.
- 3.2 The Institute must not distribute, pay or transfer to the Members directly or indirectly by way of dividend, bonus or otherwise any of the property or income of the Institute provided that nothing will prevent the payment in good faith of remuneration to any officers or servants of the Institute or to any Member of the Institute in return for any services actually rendered to the Institute or for goods supplied in the ordinary and usual way of business nor prevent the payment of interest at reasonable and proper commercial rates on money borrowed from any Members of the Institute or reasonable and proper rent for premises demised or let by any Member of the Institute.
- 3.3 Each Member of the Institute undertakes to contribute to the Institute's property if the Institute is wound up while he, she or it is a Member or within one year after he, she or it

ceases to be a Member, for payment of the Institute's debts and liabilities contracted before he, she or it ceased to be a Member and of 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 one hundred dollars (\$100.00).

4. Winding Up

If upon the winding up or dissolution of the Institute, any property or surplus remains after satisfaction of all its debts and liabilities, such property or surplus must not be paid to or distributed amongst Members, but will be given or transferred to another organisation which, by its constitution is:

- (a) a not-for-profit organisation;
- (b) required to pursue charitable purposes only;
- (c) required to apply its profits (if any) or other income in promoting its objects similar to those of the Institute;
- (d) if the Institute is endorsed as a deductible gift recipient under Sub-division 30-BA of the *Income Tax Assessment Act 1997* (Cth) (ITAA); and
- (e) prohibited from making any distribution to its Members or paying fees to its directors,

such organisation to be determined by the Members at or before the winding up or dissolution and in default, by application to the Supreme Court of Western Australia.

Membership

5. Admission

- 5.1 The number of Members is unlimited.
- 5.2 The Members of the Institute are any person admitted to membership in accordance with this rule 5.
- 5.3 Applications for membership of the Institute must be made in writing and be signed by the applicant.
- 5.4 The Directors will consider each application for membership at the next Directors' meeting after the application is received.
- 5.5 The Directors may, at their discretion, admit to Membership persons who will promote the Objects of the Institute.
- 5.6 As soon as practicable following acceptance of an application for membership, the Secretary will send the applicant written notice of the acceptance. An applicant for membership becomes a Member upon such acceptance.
- 5.7 The rights and privileges of every Member are personal to each Member and are not transferable by the Member's own act or by operation of law.
- 5.8 Classes of membership and the rights pertaining to that class are set out in Item 5 of Schedule 1.

6. Ceasing to be a Member

- 6.1 A Member's membership of the Institute will cease:
- (a) if the Member gives the Secretary written notice of resignation, from the date of receipt of that notice by the Secretary;
 - (b) if the Member's Annual Fee is outstanding for more than 3 months after the Member is invoiced for the payment;
 - (c) if the Member fails to pay a Project Fee within 3 months of invoice;
 - (d) if a liquidator is appointed in connection with the winding-up of the Member; or
 - (e) if an order is made by a Court for the winding-up or deregistration of the Member.
- 6.2 Any Member ceasing to be a Member will remain liable for and will pay to the Institute any moneys which were due to the Institute at the date of ceasing to be a Member.

7. Powers of attorney

- 7.1 If a Member executes or proposes to execute any document or do any act by or through an attorney which affects the Institute or the Member's membership in the Institute, that Member must deliver the instrument appointing the attorney to the Institute for noting.
- 7.2 If the Institute asks the Member to file with it a certified copy of the instrument for the Institute to retain, the Member will promptly comply with that request.
- 7.3 The Institute may ask for whatever evidence it thinks appropriate that the power of attorney is effective and continues to be in force.

8. Representatives

- 8.1 Any Member may by written notice to the Secretary:
- (a) appoint a natural person to act as its Representative in all matters connected with the Institute as permitted by the Corporations Act; and
 - (b) remove a Representative.
- 8.2 A Representative is entitled to:
- (a) exercise at a general meeting all the powers which the Member which appointed him or her could exercise if it were a natural person; and
 - (b) be counted towards a quorum on the basis that the Member is to be considered personally present at a general meeting by its Representative.
- 8.3 A certificate executed in accordance with section 127 of the Corporations Act is rebuttable evidence of the appointment or of the removal of the appointment (as appropriate) of the Representative.
- 8.4 The chairperson of a general meeting may allow a Representative to vote on the condition that he or she subsequently establishes his or her status as a Representative within a period prescribed by and to the satisfaction of the chairperson of the general meeting.
- 8.5 The appointment of a Representative may set out restrictions on the Representative's powers.

General meetings

9. Calling general meeting

- 9.1 The Directors may, at any time, call a general meeting.
- 9.2 A Member may:
- (a) only request the Directors to call a general meeting in accordance with section 249D of the Corporations Act; and
 - (b) not request or call and arrange to hold a general meeting except under section 249E or 249F of the Corporations Act.
- 9.3 The Directors must call the first annual general meeting of the Institute within 5 months of registration of the Institute or within 5 months of the end of the first Financial Year the Institute is registered, whichever is later.

10. Notice of general meeting

- 10.1 Subject to the provisions of the Corporations Act allowing general meetings to be held with shorter notice, at least 21 days written notice (exclusive of the day on which the notice is served or deemed to be served and of the day for which notice is given) must be given to all Members and other persons referred to in rule 51.1 of any general meeting.
- 10.2 A notice calling a general meeting:
- (a) must specify the place, date and time of the meeting and if the meeting is to be held in two or more places, the technology that will be used to facilitate this;
 - (b) must state the general nature of the business to be transacted at the meeting; and
 - (c) may specify a place, facsimile number and electronic address for the purposes of proxy appointment.
- 10.3 The business to be transacted at an annual general meeting may, regardless of whether stated in the notice, include:
- (a) the consideration of the annual financial report, Directors' report and the Auditor's report;
 - (b) the election of directors; or
 - (c) the appointment and fixing of the remuneration of the Auditor.
- 10.4 The Directors may postpone or cancel any general meeting whenever they think fit (other than a meeting called as the result of a request under rule 9.2).
- 10.5 The Directors must give notice to all Members and other persons referred to in rule 51.1 of:
- (a) the postponement or cancellation of a general meeting;
 - (b) the place, date and time of any new meeting.
- 10.6 The accidental omission to send a notice of a general meeting (including a proxy appointment form) to any Member or other person referred to in rule 51.1 or the non-receipt of a notice (or form) by any Member or other person referred to in rule 51.1 does not invalidate the proceedings at or any resolution passed at the general meeting.

Proceedings at general meetings

11. Member

In rules 12 (Quorum), 13 (Chairperson), 15 (Decision on questions), 16 (Taking a poll) and 17 (Voting rights), **Member** includes a Member present in person or by proxy, attorney or Representative.

12. Quorum

12.1 No business may be transacted at a general meeting unless a quorum of Members is present when the meeting proceeds to business.

12.2 A quorum of Members is the majority of voting Members for the time being.

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

- (a) if the general meeting was called on the requisition of Members, it is automatically dissolved; or
- (b) in any other case:
 - (i) it will stand adjourned to the same time and place seven days after the meeting, or to another day, time and place determined by the Directors; and
 - (ii) if at the adjourned general meeting a quorum is not present within 30 minutes after the time appointed for the general meeting, the Members present and holding 25% of the voting entitlements will constitute a quorum.

13. Chairperson

13.1 The Chairperson will be the chairperson at every general meeting.

13.2 The Directors present may elect a chairperson of a general meeting if:

- (a) there is no Chairperson; or
- (b) the Chairperson is not present within 15 minutes after the time appointed for holding the general meeting; or
- (c) the Chairperson is unwilling to act as chairperson of the general meeting.

13.3 If no election is made under rule 13.2, then:

- (a) the Members may elect one of the Directors present as chairperson of the general meeting; or
- (b) if no Director is present or is willing to take the chair, the Members may elect one of the Members present as chairperson of the general meeting.

14. Adjournment

14.1 The chairperson of a general meeting at which a quorum is present:

- (a) in his or her discretion may adjourn the general meeting with the meeting's consent; and
- (b) must adjourn the general meeting if the meeting directs him or her to do so.

- 14.2 An adjourned general meeting may take place at a different venue to the initial general meeting.
- 14.3 The only business that can be transacted at an adjourned general meeting is the unfinished business of the initial general meeting.
- 14.4 Notice of an adjourned general meeting must only be given in accordance with rule 10.1 if a general meeting has been adjourned for more than 21 days.

15. Decision on questions

- 15.1 Subject to the Corporations Act in relation to special resolutions, a resolution is carried at a general meeting if a majority of the votes cast on the resolution are in favour of the resolution.
- 15.2 Resolutions as to Special Majority Issues - Members, must be referred to the Members and, in order to be carried, require a 75% majority of votes cast by Members to be in favour.
- 15.3 The chairperson of a general meeting has a casting vote at general meetings in addition to the chairperson's votes as a Member, proxy, attorney or Representative.
- 15.4 A resolution put to the vote of a meeting may be decided by a poll.
- 15.5 A decision of a general meeting may not be impeached or invalidated on the ground that a person voting at the general meeting was not entitled to do so.
- 15.6 If there is a dispute at a general meeting about a question of procedure, the chairperson of the general meeting may determine the question.

16. Taking a poll

- 16.1 A poll will be taken when and in the manner that the chairperson of the general meeting directs.
- 16.2 The result of the poll will be the resolution of the meeting at which the poll was demanded.
- 16.3 The chairperson of a general meeting may determine any dispute about the admission or rejection of a vote on a poll.
- 16.4 The chairperson's determination, if made in good faith, will be final and conclusive.
- 16.5 A poll demanded on the election of the chairperson or the adjournment of a general meeting must be taken immediately.
- 16.6 After a poll has been demanded at a general meeting, the general meeting may continue for the transaction of business other than the question on which the poll was demanded.

Votes of Members

17. Voting rights

A Member entitled to vote has one vote unless specified otherwise in Schedule 1.

18. Objections

- 18.1 An objection to the qualification of a voter may only be raised at the general meeting or adjourned general meeting at which the voter tendered its vote.

- 18.2 An objection must be referred to the chairperson of the general meeting, whose decision is final.
- 18.3 A vote which the chairperson does not disallow because of an objection is valid for all purposes.

19. Votes by proxy

- 19.1 If a Member appoints a proxy or an attorney, the proxy or attorney may vote on a show of hands (subject to sections 250BB(1)(a) and (b) of the Corporations Act to the extent that the appointment of proxy specifies the way the proxy is to vote).
- 19.2 A proxy or attorney need not be a Member.
- 19.3 A proxy or attorney may demand or join in demanding a poll.
- 19.4 A proxy or attorney may vote on a poll.
- 19.5 A proxy or attorney may vote or abstain as he or she chooses except where the appointment of the proxy or attorney directs the way the proxy or attorney is to vote on a particular resolution. If a proxy or attorney votes at all, the proxy or attorney will be deemed to have voted all directed proxies or attorneys in the manner directed.

20. Document appointing proxy

- 20.1 Without limitation to rule 7 with respect to powers of attorney, an appointment of a proxy is valid if it is signed by the Member making the appointment and contains the information required by section 250A(1) of the Corporations Act. The Directors may determine that an appointment of proxy is valid even if it only contains some of the information required by section 250A(1) of the Corporations Act.
- 20.2 For the purposes of rule 20.1, an appointment received at an electronic address will be taken to be signed by the Member if:
- (a) a personal identification code allocated by the Institute to the Member has been included with the appointment; or
 - (b) the appointment has been verified in another manner approved by the Directors.
- 20.3 A proxy's or attorney's appointment is valid at an adjourned general meeting.
- 20.4 A proxy or attorney may be appointed for all general meetings or for any number of general meetings or for a particular purpose.
- 20.5 Unless otherwise provided for in the proxy's appointment or in any instrument appointing an attorney, the appointment of the proxy or the attorney will be taken to confer authority:
- (a) to vote on:
 - (i) any amendment moved to the proposed resolutions and on any motion that the proposed resolution not be put or any similar motion; and
 - (ii) any procedural motion, including any motion to elect the chairperson, to vacate the chair or to adjourn the general meeting,even though the appointment may specify the way the proxy or attorney is to vote on a particular resolution; and
 - (b) to vote on any motion before the general meeting whether or not the motion is referred to in the appointment.

- 20.6 If a proxy appointment is signed by the Member but does not name the proxy or proxies in whose favour it is given, the chairperson may either cast as proxy or complete the appointment by inserting the name or names of one or more Directors or the Secretary.

21. Lodgement of proxy or attorney

- 21.1 The written appointment of a proxy or attorney must be received by the Institute, at least 48 hours (unless otherwise specified in the notice of meeting to which the proxy relates) before:
- (a) the time for holding the general meeting or adjourned general meeting at which the appointee is intended to vote; or
 - (b) the taking of a poll on which the appointee is intended to vote.
- 21.2 The Institute receives an appointment of a proxy or attorney and any power of attorney or other authority under which the appointment was executed when they are received at:
- (a) the Office;
 - (b) a facsimile number at the Office; or
 - (c) a place, facsimile number or electronic address specified for that purpose in the notice of meeting.

22. Validity

A vote cast in accordance with an appointment of proxy or power of attorney is valid even if before the vote was cast the appointor:

- (a) died;
- (b) became mentally incapacitated; or
- (c) revoked the proxy or power,

unless any written notification of the death, unsoundness of mind or revocation was received by the Institute before the relevant general meeting or adjourned general meeting.

Appointment and removal of Directors

23. Number of Directors

The number of Directors will be no less than three (3) and no more than nine (9).

24. Appointment of Directors

- 24.1 The initial Directors of the Institute are the persons who have consented to act as directors, are named in Schedule 1 and are set out in the Institute's application for registration as an Institute.
- 24.2 All Directors hold office subject to this Constitution.

25. Retirement

- 25.1 Directors will hold office for three years after the Institute's first annual general meeting.
- 25.2 The Directors may appoint a person to fill a casual vacancy.

- 25.3 Directors appointed to fill a casual vacancy will be deemed, for the purposes of the operation of this rule 25, to have commenced his or her appointment on the date on which the Director replaced commenced his or her term.
- 25.4 A retiring Director remains in office until the end of the relevant general meeting to fill the vacancy left by his or her retirement.
- 25.5 A retiring Director is eligible for nomination and reappointment or election as a Director provided that the Director has not been removed from office by a resolution of the Institute in general meeting passed by a Special Majority.

26. Nomination and Election of Director

- 26.1 The Directors will establish a nomination and selection committee (“NSC”) comprising:
- (a) the Chairperson (or his or her nominee Director); and
 - (b) at least two other Directors selected by the Chairperson
- and the NSC will seek nominations of potential Directors from the Patron, Full and Associate Members, and otherwise as it determines.
- 26.2 The nominations made under rule 26.1 and the appointments made under Rule 25.2 are subject to confirmation by a resolution passed by a Special Majority- Members:
- (a) for appointments subsequent to the inaugural Directors, at the general meeting of the Institute at which the relevant incumbent Directors are due to retire or Directors are required to be appointed; and
 - (b) for any appointment to a casual vacancy, at a general meeting of the Institute held within three (3) months of the making of the appointment.
- 26.3 Appointments confirmed under rule 26.2 will take effect at the end of the meeting.
- 26.4 If an appointment is not confirmed under rule 26.2, then the Members must conduct an election in accordance with rules 26.5 to 26.9.
- 26.5 An election will be decided by majority votes of eligible voting Members.
- 26.6 The election result must be declared by the Institute at the general meeting and the appointment will take effect at the end of the meeting.
- 26.7 Members may resolve to postpone an election of Directors until a later general meeting and the Institute may call for additional nominations before that later meeting.
- 26.8 Voting rights for Members for election and/or confirmation of appointment of Directors and the Chairperson are the same as for any other resolution at general meetings.
- 26.9 A written notice referring to all Director vacancies and each candidate for election or for confirmation of appointment, must be sent to all Members at least seven days before every general meeting at which an election of, or confirmation of appointment of, a Director will take place.

27. Vacation of office

The office of a Director immediately becomes vacant if the Director:

- (a) is prohibited by the Corporations Act or other legislation from holding office or continuing as a Director;

- (b) is liable to have a person appointed, under a law relating to the administration of estates of persons who through mental or physical incapacity are incapable of managing their affairs, to administer it;
- (c) resigns by notice in writing to the Institute;
- (d) is removed by a resolution of the Institute in general meeting;
- (e) retires in accordance with this Constitution;
- (f) is directly or indirectly interested in any contract or proposed contract with the Institute and fails to declare the nature of the interest as required by the Corporations Act; or
- (g) dies.

28. Chairperson

- 28.1 The first Chairperson's appointment is for 3 years after the Institute's first annual general meeting.
- 28.2 Thereafter, the Chairperson will be elected by a resolution passed by a Special Majority in the general meeting of the Institute at which the incumbent Chairperson is due to retire.
- 28.3 A retiring Chairperson is eligible for re-election as Chairperson.
- 28.4 The Directors present may elect a chairperson of a Directors' meeting if:
 - (a) there is no Chairperson; or
 - (b) the Chairperson is not present within 15 minutes after the time appointed for holding the Directors' meeting; or
 - (c) the Chairperson is unwilling to act as chairperson of the Directors' meeting.

Powers and duties of Directors

29. Directors to manage Institute

- 29.1 The business of the Institute is managed by the Directors who may exercise all powers of the Institute that this Constitution and the Corporations Act do not require to be exercised by the Institute in general meeting.
- 29.2 Every Director and other agent or officer of the Institute must act at all times, in good faith, in a bona fide manner and in the interests of the Institute. Failure to do so may result in removal of the Director from the Board.
- 29.3 Every Director and other agent or officer of the Institute must:
 - (a) keep secret all aspects of all transactions of the Institute, except:
 - (i) to the extent necessary to enable the person to perform his or her duties to the Institute;
 - (ii) as required by law;
 - (iii) when requested by the Directors to disclose information, to the auditors of the Institute or a general meeting of the Institute; and
 - (b) subject to rule 34.9, if requested by the Directors, sign and make a declaration that he or she will not disclose or publish any aspect of any transaction of the Institute.

Remuneration of Directors

30. Remuneration of Non-Executive Directors

- 30.1 The non-executive Directors may be paid or provided remuneration for their services as Directors, provided that:
- (a) the total amount or value of remuneration to all non-executive Directors must not exceed an aggregate maximum amount determined by the Institute in general meeting; and
 - (b) if no maximum amount has been determined in accordance with rule 30.1(a), then the non-executive Directors may not be paid remuneration for their services as Directors.
- 30.2 The aggregate sum to be paid under rule 30.1 will be divided among the non-executive Directors in such proportion and manner as the Institute in general meeting may determine or, if not so determined, as the Directors agree or, in default of agreement, equally and will be deemed to accrue from day to day.
- 30.3 A non-executive Director may be paid for any service rendered to the Institute by the non-executive Director in a professional or technical capacity, other than in the capacity as Director, where the provision of the service has the prior approval of the Directors and where the amount payable is approved by the Directors and is not more than an amount which commercially would be reasonable payment for the service.
- 30.4 Non-executive Directors may also be paid reasonable travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any Board Committee or Research Committee or general meetings of the Institute or otherwise in connection with the Institute's business.
- 30.5 The Institute may also pay a premium for a contract insuring a person who is or has been a non-Executive Director against liability incurred by the person as a Director, except in circumstances prohibited by the Corporations Act.

31. Remuneration of Executive Directors

- 31.1 The Directors may appoint a Director to any full-time or substantially full-time executive position in the Institute, except as CEO, on such terms as they think fit.
- 31.2 The remuneration of an executive Director from time to time will be fixed by the Directors.
- 31.3 The Institute may reimburse an executive Director for his or her reasonable expenses properly incurred as a Director or in the course of his or her office.
- 31.4 Except in circumstances prohibited by the Corporations Act, the Institute may pay a premium for a contract insuring a person who is or has been an executive Director against liability incurred by the person as a Director.

Proceedings of Directors

32. Directors' meetings

- 32.1 Directors' meetings must be held at least 5 times each calendar year.
- 32.2 A Director may at any time, and the Secretary must on the request of a Director, call a Directors' meeting.

- 32.3 A Directors' meeting must be called on at least 48 hours' notice of a meeting to each Director.
- 32.4 Subject to the Corporations Act, a Directors' meeting may be held by the Directors communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion. The place of the meeting is deemed to be the place where the Chairperson is physically located.
- 32.5 The Directors need not all be physically present in the same place for a Directors' meeting to be held.
- 32.6 Subject to rule 33, a Director who participates in a meeting held in accordance with this Constitution is taken to be present and entitled to vote at the meeting.
- 32.7 The Directors may meet together, adjourn and regulate their meetings as they think fit.
- 32.8 A quorum is a majority of Directors for the time being or two Directors, whichever is higher.
- 32.9 Where a quorum cannot be established for the consideration of a particular matter at a meeting of Directors, the chairperson of the meeting of Directors may call a general meeting to deal with the matter.
- 32.10 Notice of a meeting of Directors may be given in writing, or the meeting may be otherwise called using any technology consented to by all the Directors.

33. Decision on questions

- 33.1 Subject to this Constitution (including rule 39), questions arising at a meeting of Directors are to be decided by a majority of votes of the Directors present and voting and subject to rule 33.2, each Director has one vote. For purposes of clarity, a Director who has an entitlement to vote in accordance with Rule 44, is only entitled to exercise one vote.
- 33.2 If there is an equality of votes, the chairperson of a meeting of Directors will have a casting vote in addition to his or her deliberative vote.
- 33.3 Resolutions as to Special Majority Issues - Board require a 75% majority of votes cast by Directors to be in favour.

34. Directors' interests

- 34.1 No contract made by a Director with the Institute and no contract or arrangement entered into by or on behalf of the Institute in which any Director may be in any way interested is voided or rendered voidable merely because of the Director holding office as a director or because of the fiduciary obligations arising out of that office.
- 34.2 No Director contracting with or being interested in any arrangement involving the Institute is liable to account to the Institute for any profit realised by or under any such contract or arrangement merely because of the Director holding office as a director or because of the fiduciary obligations arising out of that office.
- 34.3 A Director is not disqualified merely because of being a Director from contracting with the Institute in any respect.
- 34.4 A Director or a body or entity in which a Director has a direct or indirect interest may:
- (a) enter into any agreement or arrangement with the Institute;
 - (b) hold any office or place of profit other than as auditor in the Institute; and

- (c) act in a professional capacity other than as auditor for the Institute,
and the Director or the body or entity can receive and keep beneficially any remuneration, profits or benefits under any agreement or arrangement with the Institute or from holding an office or place of profit in or acting in a professional capacity with the Institute.
- 34.5 Any Director having a direct or indirect personal material interest in any contract or arrangement that the Institute proposes to enter into will declare his or her interest immediately by written notice to the Directors. A general notice that the Director is an employee of a particular Member and is to be regarded as interested in all transactions with that Member will be a sufficient disclosure under this rule 34.5 as regards such Director and the said transactions and it will not be necessary for such Director to give a special notice relating to any particular transaction with that Member.
- 34.6 A Director who has a material personal interest in a matter that is being considered at a Directors' meeting must not:
- (a) be present while the matter is being considered at the meeting; or
 - (b) vote on the matter,
- unless permitted by the Corporations Act to do so, in which case the Director may:
- (c) be counted in determining whether or not a quorum is present at any meeting of Directors considering that contract or arrangement or proposed contract or arrangement;
 - (d) sign or countersign any document relating to that contract or arrangement or proposed contract or arrangement; and
 - (e) vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement.
- 34.7 A Director may be or become a director or other officer of, or otherwise interested in, any related body corporate or any other body corporate promoted by the Institute or in which the Institute may be interested as a vendor, shareholder or otherwise and is not accountable to the Institute for any remuneration or other benefits received by the Director as a director or officer of, or from having an interest in, that body corporate.
- 34.8 Without limiting his or her other obligations, a Director who is an employee, board member or contractor of a Member that has a material financial interest in a matter that is being considered at a Directors' meeting must not:
- (a) be present while the matter is being considered at the meeting; or
 - (b) vote on the matter,
- unless the other Directors resolve otherwise.
- 34.9 A Director who is an employee or board member of a Member may disclose to that Member any information (confidential or otherwise) about the affairs, finances and accounts of the Institute that comes into the Director's possession from time to time, subject to requiring the Member to maintain the confidentiality of any confidential information. This right will not apply if:
- (a) the exercise of such a right is inconsistent with this Constitution or the Director's fiduciary or other legal duties; and
 - (b) the Board for reasons of good governance and acting reasonably, has directed that such information not be disclosed to the relevant Member.

35. Remaining Directors

- 35.1 The Directors may act even if there are vacancies on the board.
- 35.2 If the number of Directors is not sufficient to constitute a quorum at a Directors' meeting, the Directors may act only to call a general meeting.

36. Committees

- 36.1 The Directors may establish either or both of the following:
- (a) committees with powers delegated by the Directors (Board Committees); and
 - (b) advisory committees, with no delegated powers, to advise the Directors on specified matters (Advisory Committees).
- 36.2 Unless otherwise agreed by the Directors, meetings of any Board Committee or Advisory Committee will be governed by the provisions of this Constitution which deal with Directors' meetings so far as they are applicable and are not inconsistent with any directions of the Directors. The provisions apply as if each Board Committee or Advisory Committee member was a Director.
- 36.3 Rule 39 regarding written resolutions applies to resolutions of Board Committees and Advisory Committees as if each Research Committee, Board Committee or Advisory Committee member was a Director.

37. Research Committee

- 37.1 The Directors will establish and maintain as a Board Committee a Research Committee to:
- (a) evaluate the merits of proposed research;
 - (b) advise the Board on the conduct and nature of research undertaken by the Institute;
 - (c) ensure the research undertaken is scientific in nature and is, or may prove to be, of value to Australia; and
 - (d) administer the Research Fund, determining how funds held are applied to research purposes.
- 37.2 The Research Committee will be comprised as required for an ARI, including:
- (a) at least 5 people; and
 - (b) a majority of whom will be experts in one or more areas specified in the Field and will have qualifications which make those persons appointable to the Research Committee of an ARI.
- 37.3 The Directors have power to appoint each person to the Research Committee, provided, if required, each appointment is previously approved by an approving authority for the purposes of the definition of "an approved research institute" in section 73A(6) of the ITAA.
- 37.4 Appointments will be for a period of two years but may be renewed by the Board.
- 37.5 The Directors may remove a member of the Research Committee at any time.

38. Delegation

- 38.1 The Directors may, upon any terms and conditions or restrictions as they see fit, delegate any of their powers, other than those which by law must be dealt with by the Directors as a board, to:
- (a) a Board Committee;
 - (b) a Director;
 - (c) an employee of the Institute; or
 - (d) any other person.
- 38.2 A Board Committee to which, or person to whom, any powers have been delegated must exercise their powers in accordance with any directions of the Directors and a power exercised in that way is taken to have been exercised by the Directors.
- 38.3 A Board Committee to which, or person to whom, any powers have been delegated may be authorised by the Directors to sub-delegate all or any of the powers for the time being vested in it.
- 38.4 The Directors may at any time revoke any delegation of power.

39. Written resolutions

- 39.1 The Directors may pass a resolution without a Director's meeting being held if 75% of the Directors 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. The resolution is passed when 75% of the Directors have signed a document in favour of the resolution.
- 39.2 For the purposes of rule 39.1, 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.
- 39.3 Any document referred to in this rule may be in the form of a facsimile or electronic transmission.
- 39.4 The minutes of Directors' meetings must record that a meeting was held in accordance with this rule 39.

40. Validity of acts of Directors

If it is discovered that:

- (a) there was a defect in the appointment of a person as a Director; or
- (b) any of the circumstances specified in rule 27 applied to a person appointed as a Director,

all acts of the Directors before the discovery was made are as valid as if the person had been duly appointed and was not disqualified.

41. Minutes and Registers

- 41.1 The Directors must cause minutes to be made of:
- (a) the names of the Directors present at all Directors' meetings and meetings of Board Committees;

- (b) all proceedings and resolutions of general meetings, Directors' meetings and meetings of Board Committees;
 - (c) all resolutions passed by Directors in accordance with rule 39;
 - (d) all appointments of officers (as that term is defined in the Corporations Act);
 - (e) all orders made by the Directors and Board Committees; and
 - (f) all disclosures of interests made under rule 34.
- 41.2 Minutes must be signed by the chairperson of the meeting or by the chairperson of the next meeting of the relevant body.
- 41.3 The Institute must keep all registers required by this Constitution and the Corporations Act.

Management

42. Local management

- 42.1 The Directors may provide for the management and transaction of the affairs of the Institute in any places and in such manner as they think fit.
- 42.2 Without limiting rule 42.1 the Directors may:
- (a) establish local boards or agencies for managing any of the affairs of the Institute in a specified place and appoint any persons to be members of those local boards or agencies; and
 - (b) delegate to any person appointed under rule 42.2(a) any of the powers, authorities and discretions which may be exercised by the Directors under this Constitution, on any terms and subject to any conditions determined by the Directors.
- 42.3 The Directors may at any time revoke or vary any delegation under this rule 42.

43. Appointment of attorneys and agents

- 43.1 The Directors may from time to time by resolution or power of attorney executed in accordance with section 127 of the Corporations Act appoint any person to be the attorney or agent of the Institute:
- (a) for the purposes;
 - (b) with the powers, authorities and discretions (not exceeding those exercisable by the Directors under this Constitution);
 - (c) for the period; and
 - (d) subject to the conditions, determined by the Directors.
- 43.2 An appointment by the Directors of an attorney or agent of the Institute may be made in favour of:
- (a) any member of any local board established under this Constitution;
 - (b) any body corporate or person;
 - (c) the members, directors, nominees or managers of any Institute or firm; or

- (d) any fluctuating body of persons whether nominated directly or indirectly by the Directors.
- 43.3 A power of attorney may contain such provisions for the protection and convenience of persons dealing with an attorney as the Directors think fit.
- 43.4 The Directors may appoint attorneys or agents by facsimile transmission or other electronic communication to act for and on behalf of the Institute.
- 43.5 An attorney or agent appointed under this rule 43 may be authorised by the Directors to sub-delegate all or any of the powers authorities and discretions for the time being vested in it.

Chief Executive Officer

44. Chief Executive Officer

- 44.1 The Directors may appoint any person to the position of CEO for the period and on the terms (including as to remuneration) that the Directors see fit.
- 44.2 The CEO will be an ex-officio member of the board, entitled to vote at meetings of Directors, for the period of his or her appointment as CEO.
- 44.3 Rule 34 will apply to the CEO.

Secretary

45. Secretary

- 45.1 There must be at least one secretary of the Institute, appointed by the Directors for a term and at remuneration and on conditions determined by them.
- 45.2 The Secretary is entitled to attend and be heard on any matter at all Directors' and general meetings.
- 45.3 The Directors may, subject to the terms of the Secretary's employment contract, suspend, remove or dismiss the Secretary.
- 45.4 If the CEO is appointed as Secretary, the CEO will not be entitled to any remuneration in addition to his or her remuneration as CEO.

Seals

46. Common Seal

- 46.1 If the Institute has a Seal:
 - (a) the Directors must provide for the safe custody of the Seal;
 - (b) the Seal must not be used without the authority of the Directors;
 - (c) every document to which the Seal is affixed must be signed by a Director and be countersigned by another Director, the Secretary or another person appointed by the Directors to countersign the document.
- 46.2 The Board may at any time determine that the Institute will not have a common seal or that a particular document may be executed by the Institute without the Seal. Upon such

determination, then a document will be validly executed and will be binding on the Institute if it is signed by a Director and countersigned by the Secretary or by a second Director.

47. Duplicate Seal

- 47.1 If the Institute has a Seal, the Institute may have one or more duplicate Seals of the Seal each of which:
- (a) must be a facsimile of the Seal with the addition on its face of the words 'Duplicate Seal';
 - (b) must not be used except with the authority of the Directors.

Audit and accounts

48. Audit and accounts

- 48.1 The Directors must cause the Institute to keep written financial records in relation to the business of the Institute in accordance with the requirements of the Corporations Act.
- 48.2 The Directors must cause the financial records of the Institute to be audited in accordance with the requirements of the Corporations Act.
- 48.3 If the Directors fail to comply with their obligations under this rule 48, a Member may where:
- (a) it has given written notice to the Institute of its intention to exercise the rights set out below; and
 - (b) the requested report or information is not provided within 14 days after the Member gives the notice,
- the Member may:
- (c) cause an audit to be conducted of the affairs of the Institute in respect of the period for which there has been a material failure to provide those reports or information; and
 - (d) on reasonable notice, enter the premises occupied by the Institute to search for records and accounts and to inspect and take copies of the records and accounts.
- 48.4 The Institute will keep separate financial accounts in relation to the financial transactions of the Institute which will record:
- (a) commercialisation income;
 - (b) commercialisation expenses; and
 - (c) any other income or expenditure of the Institute.
- 48.5 The Institute must, within 5 months of the end of each Financial Year, provide a written report to each Member of the activities conducted in that Financial Year, including information regarding:
- (a) entry into projects and major agreements;
 - (b) progress in relation to the Institute's strategic plan and operational plan; and
 - (c) likely or actual achievement of any milestones and deliverables that are material to the fulfilment of the Institute's objectives, including progress on the commercialisation of intellectual property.

- 48.6 The Institute must, within 14 days of becoming aware, give written notice to each Member should any of the following occur:
- (a) any litigation threatened or commenced against the Institute;
 - (b) any notification from any government agency of breach or alleged breach of any obligation;
 - (c) any dispute between the Institute and any third party.

Inspection of records

49. Inspection of records

- 49.1 Except as otherwise required by the Corporations Act, this Constitution or the Consortium Agreement, the Directors may determine whether and to what extent, and at what times and places and under what conditions, the financial records and other documents of the Institute or any of them will be open for inspection by Members other than Directors.
- 49.2 Except as otherwise required by the Corporations Act, or this Constitution, a Member other than a Director does not have the right to inspect any financial records or other documents of the Institute unless the Member is authorised to do so by a court order or a resolution of the Directors.

Notices

50. Service of notices

- 50.1 Notice may be given by the Institute to any person who is entitled to notice under this Constitution:
- (a) by serving it on the person; or
 - (b) by sending it by post, facsimile transmission or electronic notification to the person at the person's address shown in the Register or the address supplied by the person to the Institute for sending notices to the person.
- 50.2 A notice sent by post is taken to be served:
- (a) by properly addressing, prepaying and posting a letter containing the notice; and
 - (b) on the day after the day on which it was posted.
- 50.3 A notice sent by facsimile transmission or electronic notification is taken to be served:
- (a) by properly addressing the facsimile transmission or electronic notification and transmitting it; and
 - (b) on the day after its despatch.
- 50.4 If a Member has no Registered Address a notice will be taken to be served on that Member 24 hours after it was posted on a notice board at the Office.
- 50.5 A Member whose Registered Address is not in Australia may specify in writing an address in Australia to be taken to be the Member's Registered Address within the meaning of this rule.

- 50.6 A certificate in writing signed by a Director, Secretary or other officer of the Institute that a document or its envelope or wrapper was addressed and stamped and was posted is conclusive evidence of posting.
- 50.7 Subject to the Corporations Act the signature to a written notice given by the Institute may be written or printed.
- 50.8 All notices sent by post outside Australia must be sent by prepaid airmail post.

51. Persons entitled to notice

- 51.1 Notice of every general meeting must be given to:
- (a) every Member;
 - (b) every Director and Secretary; and
 - (c) the Auditor.
- 51.2 No other person is entitled to receive notice of a general meeting.

Research Fund and Results

52. Establishment and operation of Research Fund

- 52.1 Where the ITAA requires that a Research Fund be established for the receipt of tax deductible donations, the Institute must establish a separate Research Fund account to which such donations are credited (Research Fund Account).
- 52.2 The Research Fund Account must only be used or applied for purposes that are consistent with the objects of the Institute and separate records must be maintained as to the receipt and disbursement of moneys from that account.

53. Transfer of the Research Fund in specified circumstances

On:

- (a) revocation of the endorsement of the Institute under sub-division 30-B of the ITAA; or
 - (b) the winding up of the Research Fund by the Institute,
- any assets in the Research Fund Account or an account set up by the Institute to acknowledge tax deductible gifts made to it must be transferred to such other Research Fund, Research Funds, entity or entities having objects similar to the objects of the Institute as will be determined by the Members at or before that time, provided that each recipient must be endorsed as a deductible gift recipient under sub-division 30-B of the ITAA.

54. Results

- 54.1 Subject to rule 54.2, the Institute will publish the results of its research as required of an ARI, as appropriate in scientific or technical press.
- 54.2 The Institute may patent results of its research as appropriate, provided it makes any Australian patents issued available to interested parties as required of an ARI (on equal terms).

Amendment to Constitution

55. Amendment to Constitution

- 55.1 This Constitution must not be amended other than in accordance with the Corporations Act.
- 55.2 Subject to rule 55.1, the Institute may revoke, add to or vary these rules provided that:
- (a) no part of the Research Fund Account or the income of the Research Fund Account becomes subject to any institution, organisation, fund or authority that is not a charitable organisation endorsed to receive donations under sub-division 30-B of the ITAA; and
 - (b) if required to obtain or maintain status as a charity or ARI, unless the Australian Charities and Not-for-Profits Commission and/or Commissioner of Taxation consents to the revocation, addition or variation:
 - (i) no amendment is allowed to be made to or affecting the objects of the Institute; and
 - (ii) no amendment is allowed to be made which authorises the Institute to invest money of the Research Fund Account other than in a manner which trustees are permitted to invest under the laws of Australia or any Australian State or Territory.

Indemnity and Insurance

56. Indemnity

- 56.1 To the extent permitted by law and subject to the restrictions in section 199A of the Corporations Act the Institute indemnifies every person who is or has been an officer of the Institute against any liability (other than for legal costs) incurred by that person as such an officer of the Institute (including liabilities incurred by the officer as an officer of a subsidiary of the Institute where the Institute requested the officer to accept that appointment).
- 56.2 To the extent permitted by law and subject to the restrictions in section 199A of the Corporations Act, the Institute indemnifies every person who is or has been an officer of the Institute against reasonable legal costs incurred in defending an action for a liability incurred by that person as such an officer of the Institute (including such legal costs incurred by the officer as an officer of a subsidiary of the Institute where the Institute requested the officer to accept that appointment).
- 56.3 The amount of any indemnity payable under rules 56.1 or 56.2 will include an additional amount (Goods and Services Tax (**GST Amount**) equal to any GST payable by the officer being indemnified (**Indemnified Officer**) in connection with the indemnity (less the amount of input tax credit claimable by the Indemnified Officer in connection with the indemnity). Payment of any indemnity which includes a GST Amount is conditional upon the Indemnified Officer providing the Institute with a GST tax invoice for the GST Amount.
- 56.4 For the purposes of this rule 56, **officer** has the same meaning as in the Corporations Act.

57. Insurance

- 57.1 To the extent permitted by law and subject to the restrictions in section 199A of the Corporations Act, the Institute may, where the Board considers it appropriate to do so, pay

or agree to pay a premium in respect of a contract insuring a person who is or has been an officer of the Institute against any of the following liabilities incurred by the person as such an officer, namely:

- (a) any liability which does not arise out of conduct involving:
 - (i) a wilful breach of duty in relation to the Institute; or
 - (ii) without limiting rule 57.1(a), a contravention of s199A of the Corporations Act; and
- (b) any liability for costs and expenses incurred by the person in defending proceedings, whether civil or criminal, whatever the outcome, and without the qualifications set out in this rule.

57.2 In the case of a Director, any premium paid pursuant to this rule is paid in addition to remuneration paid to that Director by the Institute pursuant to this Constitution.

58. Director voting on contract of insurance

Despite anything in this Constitution, a Director is not precluded from voting in respect of any contract or proposed contract of insurance merely because the contract insures or would insure the Director against a liability incurred by the Director as an officer of the Institute or of a related body corporate.

Signing page

We, the undersigned, being each person specified in the application for the Institute's registration as a person who consents to become a Member, agree to the terms of this Constitution:

Signed for

EDITH COWAN UNIVERSITY

by an authorised officer in the presence
of

Signature of officer ←

Signature of witness ←

Name of officer (print)

Name of witness (print)

Office held

Date: _____

Signed for

CISCO SYSTEMS AUSTRALIA Pty Ltd

by an authorised officer in the presence
of

Signature of officer ←

Signature of witness ←

Name of officer (print)

Name of witness (print)

Office held

Date: _____

Schedule 1 - Institutedetails

Item	Issue	Rule Reference	Details
1.	Voting Entitlements	Rule 17	<p>The voting entitlements of Members:</p> <ol style="list-style-type: none"> Patron Member: each Patron Member is entitled to exercise one vote. Full Member: each Full Member is entitled to exercise one vote. Associate Member: Associate Members do not have voting rights. Affiliate Member: Affiliate Members do not have voting rights.
2.	Inaugural Directors	Rule 24	<p>Mr Gary Hale Professor Brett Biddington AM Professor Craig Valli Mr Gary Blair Mr Darrell Williams Mr David Irvine AO</p>
3.	Special Majority Issues – Members	Rule 15.2	<ol style="list-style-type: none"> Amendment of this Constitution or adoption of a new constitution in its place. Any substantial alteration in strategic direction of the business or the entering into any new business by the Institute. Amendment of any Board resolution in respect of adjusting voting rights previously awarded for future contributions. The dissolution or wind-up of the Institute
4.	Special Majority Issues - Board	Rule 33.3	<ol style="list-style-type: none"> Admission of new members and voting entitlement for admitted Member. The entry into an agreement with the Commonwealth by the Institute. The entry into any Consortium Agreement by the Institute. Appoint or remove the CEO.
5.	Classes of Membership	Rule 5.8	<ol style="list-style-type: none"> Patron Member. Full Member. Associate Member. Affiliate Member. <p>Other than voting entitlements (at Item 1), rights associated with each class of Membership will be</p>

			determined by Board policy from time-to-time which policies will be put to the next Member's meeting for ratification.
6.	Annual Membership Fee	Rule 1.1	<p>Membership fees will be as set by the Board from time-to-time.</p> <p>The Initial Members will pay the first Annual Membership Fee upon receipt of invoice and within 30 days of becoming a Member.</p> <p>In-kind contributions will be valued in accordance with policies set by the Board from time-to-time.</p> <p>At the time of incorporation the annual Membership fees are:</p> <p>(1) Patron Member: \$250,000.</p> <p>(2) Full Member:</p> <p style="padding-left: 40px;">(a) Industry and University - \$100,000.</p> <p style="padding-left: 40px;">(b) Government - \$100,000 cash, or \$500,000 of in-kind (or a blend to achieve value, at the discretion of the Board)</p> <p>(3) Associate Member:\$50,000.</p> <p>(4) Affiliate Member: (no more than 20 employees and less than \$2 million turnover) - \$10,000 – \$25,000 at the discretion of the Board.</p>

Schedule 2 – Amendments to the Constitution

On of from [] Schedule 1 of the Constitution is removed and replaced by the following:

Item	Issue	Rule Reference	Details
1.	Name of the Company		The name of the Company is changed to: Cyber Security Research Centre (ABN 11 605 454 144).
2.			All references in the Constitution to “the Institute” are replaced with Cyber Security Research Centre or CSRC.
3.	Definitions	1.1. Defined Terms & interpretation	Consortium Agreement is replaced by Participants Agreement as executed by the parties to the research collaboration to be known as the Cyber Security Research Centre.
4.	Amendment of Objects	2. Objects	<p>The Objects are amended and will be as follows: The Parties intend for the Company will to be a non-profit scientific institution to:</p> <ul style="list-style-type: none"> (a) promote the advancement of the safety and security of Australia and the Australian public by addressing the challenges of cyber security management which directly impact Australia's economy and national security; (b) create a Cooperative Research Centre in the Centre Field with the capability of pursuing world class scientific research and training relevant to the Centre Field; (c) ensure that the Parties with their differing disciplines and backgrounds will, through their participation in the Company, add value to each other so that the performance of the Company will be greater than that of each Party acting independently; (d) increase the skills of persons already working in the Centre Field and to train and equip new postgraduate and other students with skills and attributes to continue being productive in the Centre Field; (e) promote a managed and cooperative approach to scientific research and education in the Centre Field so as to maximise the benefits to Australia and internationally from that scientific research and education; (f) carry out education activities in the Centre Field for students and for the professional

Item	Issue	Rule Reference	Details
			<p>development of persons working in the Centre Field;</p> <p>(g) promote the CRC Program Objective;</p> <p>(h) ensure benefit to Australia, including Australian industry, the Australian environment and the Australian economy generally;</p> <p>(i) act as a trustee of Project IP/Centre IP; and</p> <p>(j) as an ancillary and supportive purpose, utilise Intellectual Property generated from the research in such a manner as to advance the safety and security of Australia and the Australian public.</p>
5.	Membership	5. Admission	<p>5.2 is amended to read,</p> <p>The Members of CSRC are any Participant admitted to membership in accordance with this rule 5.</p>
6.			<p>5.8 Classes of membership (as set out in Schedule 1) is deleted as there is only one class of membership - Participants.</p>
7.		6. Ceasing to be a Member	<p>6.1 is amended as follows:</p> <p>A Member's membership of CSRC will cease:</p> <p>(b) If the Member ceases to be a Participant.</p> <p>6.1 (c) – (d) are deleted.</p>
8.	Appointment and Removal of Directors	23. Number of Directors	<p>Rule 23 is amended as follows:</p> <p>The Number of Directors will be no less than three (3) and no more than eleven (11).</p>
9.		24. Appointment of Directors	<p>Rule 24 is amended as follows:</p> <p>24.3 The Board will be comprised of a majority of persons independent of the Participants but will include a person appointed by the University Participants, a person appointed by the Industry Participants, and a person appointed by Government.</p> <p>24.4. The Chairperson, who may not also be the CEO, will be independent of each of the Participants and have no business or other relationship that could materially interfere, or could reasonably be perceived to materially</p>

Item	Issue	Rule Reference	Details
			<p>interfere with the exercise of the Chairperson's independent judgment.</p> <p>24.5 A person appointed by the Australian Cyber Security Growth Network and a person appointed by Data61 will be invited to board meetings as ex officio attendees to the meetings of the Board.</p>
10.		25. Retirement	<p>Rule 25 is amended as follows:</p> <p>25.1 Director appointments will be for a period of two (2) years with the exception that one half of the directors (as chosen by them but to include the Chairperson) will serve an initial term of 3 years.</p>
11.		26. Nomination and Election of Directors	<p>Rule 26.1 is amended as follows:</p> <p>The Directors will establish a nomination and selection committee ("NSC") comprising:</p> <ul style="list-style-type: none"> (a) The Chairperson (or his or her nominee Director); and (b) At least two (2) other Directors selected by the Chairperson. <p>and the NSC will seek nominations of potential Directors from the Members, and otherwise as it determines.</p>
12.		28. Chairperson	<p>Rule 28.1 is amended as follows:</p> <p>The Chairperson's appointment is for three (3) years.</p>
13.	Chief Executive Officer	44. Chief Executive Officer	<p>Rule 44.2 is amended as follows:</p> <p>The CEO will be an observer at meetings of the Board.</p>
14.	Special Majority Issues – Members	Rule 15.2	<ul style="list-style-type: none"> (1) Amendment of this Constitution or adoption of a new constitution in its place. (2) Any substantial alteration in strategic direction of the business or the entering into any new business by the Institute. (3) The dissolution or wind-up of CSRC.

Item	Issue	Rule Reference	Details
15.	Special Majority Issues - Board	Rule 33.3	(1) Admission of new Members.