

Constitution

(As amended 30 November 2016)

General Sir John Monash Foundation

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Constitution of General Sir John Monash Foundation

Preliminary

The name of the Company is General Sir John Monash Foundation.

The Company is a public company limited by guarantee.

The replaceable rules in the *Corporations Act 2001* (Cth) do not apply to the Company.

Interpretation

1 Interpretation

1.1. Definitions

The following definitions apply unless the context requires otherwise.

Board means the Directors for the time being of the Company or those of them who are present at a meeting at which there is a quorum.

Chairman means, for the purposes of general meetings, the person determined or appointed in accordance with Rule 14 and, for all other purposes, the person appointed in accordance with Rule 36.

Chief Executive means the chief executive appointed by the Board under Rule 31.

Committee means a Committee to which powers have been delegated by the Board under Rule 38.

Company means General Sir John Monash Foundation.

Constitution means this Constitution as amended.

Director means a person appointed to the office of Director of the Company in accordance with this Constitution and where appropriate includes an alternate Director.

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

Member means a member of the Company in accordance with the Law.

Members present means Members present at a general meeting of the Company in person or by duly appointed representative, proxy or attorney.

Office means the registered office of the Company.

person and words importing persons include partnerships, associations and corporations, unincorporated and incorporated by Ordinance, Act of Parliament or registration as well as individuals.

Register means the register of Members of the Company.

registered address means the address of which the Member notifies the Company as a place at which the Member is willing to accept service of notices.

Rules means these Rules, as amended.

Secretary means a person appointed as, or to perform the duties of, a Secretary of the Company.

Tax Act means the *Income Tax Assessment Act 1997* (Cth).

writing and **written** includes printing, typing, lithography, facsimile, email and other modes of reproducing words in a visible form.

1.2. Interpretation

Headings are for convenience only and do not affect interpretation. The following rules apply unless the context requires otherwise.

- (a) The singular includes the plural and conversely.
- (b) If a word or phrase is defined, its other grammatical forms have a corresponding meaning.
- (c) A gender includes all genders.
- (d) A reference to a person, corporation, trust, partnership, unincorporated body or other entity includes any of them.
- (e) A reference to legislation or to a provision of legislation includes a modification or re-enactment of it, a legislative provision substituted for it and a regulation or statutory instrument issued under it.
- (f) A reference to **dollars** and **\$** is to Australian currency.

Purposes

2 Purposes

The Company is incorporated as an educational organisation for the purposes of promoting Australia's heritage and values, recognising high academic achievement and encouraging the pursuit of knowledge including, without limitation:

- (a) establishing and administering the General Sir John Monash awards as Australia's most prestigious awards for postgraduate students;
- (b) conducting fund raising from the public to raise funds to assist in the activities of the Company;
- (c) receiving donations and other gifts for the furtherance of the purposes of the Company and disbursing those funds in the furtherance of those purposes; and
- (d) conducting other activities incidental to or associated with the purposes of the Company.

3 Application of Income and Property to Purposes

The income and property of the Company must be applied solely towards purposes of the Company set out in Rule 2 and no part of it is to be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of distribution of profit to any Member.

4 Gift Fund

The Company must maintain a gift fund to which gifts of money or property for the Company's purpose are to be made subject to the following:

- (a) the object and purposes of the gift fund will be identical to the purposes of the Company set out in Rule 2;
- (b) the Company will invite members of the public to contribute gifts of money or property to the gift fund;
- (c) any gifts of money or property received by the Company under paragraph (b) will be accepted by the Company in the following manner:
 - (i) all gifts of money received by the Company will be placed in a separate bank account; and

- (ii) receipts under the name of the Company will be issued to the member or members of the public who made the gifts of money or property to the Company;
- (d) all gifts of money and property made to the Company must be separately identified and kept separately from any other funds of the Company;
- (e) the funds must be managed by a Committee appointed under Rule 38 (a majority of whom have a degree of responsibility to the general community); and
- (f) the fund must operate on a non-profit basis and money must not be distributed to members of the Committee appointed under paragraph (e), trustees of the fund (if any) or the Company except as reimbursement for out-of-pocket expenses incurred on behalf of the fund or proper remuneration for administrative purposes.

Membership

5 Membership

Subject to the Rules 6 and 7, the Members of the Company are:

- (a) the persons specified in **Error! Reference source not found.** and who have consented in writing to be Members; and
- (b) such other persons as the Board admits to membership and who have consented in writing to be Members and
- (c) Appointed Directors elected at the Annual General Meeting for their term of appointment.

6 Categories of Members

- 6.1 The Board may determine and admit different classes of Members as determined by the Board. The Board may vary or cancel the rights of Members in any class.
- 6.2 There will be a class of Members known as Life Members. The provisions of Rule 7.2 do not apply to Life Members. Life Members are to be appointed at the discretion of the Board and affirmed at the Annual General Meeting.

7 Cessation of Membership

- 7.1 A Member may resign from the Company by giving notice in writing to the Board.
- 7.2 A Member ceases to be a Member on the fifth anniversary of the Member's appointment unless the Board resolves otherwise. Membership is not limited to 10 years, but can be extended indefinitely, with the approval of the Board
 - (a) This Rule 7.2 applies subject to Rule 6.2 and Rule 7.
 - (b) Each Member will be and remain a Member for a term of 5 years, unless that Member is a Director in which case they will remain a Member for the term of their directorship.
 - (c) The Board may, in its absolute discretion, resolve to extend the term of membership of a Member or class of Members for such further period as the Board may determine, but not exceeding 5 years at a time.
 - (d) The Board's power to extend the term of membership of any Member (or class of Members) applies to any extended term.
 - (e) If the Board does not resolve to extend the term of membership of a Member (or class of Member to which a particular Member belongs), that Member will cease to be a Member

automatically upon the expiry of the term of membership of that Member (as extended, if applicable).

- (f) If the Board fails to extend the membership of a Member prior to the expiry of the membership of that Member, the Board may in its absolute discretion, resolve with retroactive effect to extend the term of membership of that Member in accordance with paragraph (c), whereupon the membership of that Member shall be deemed to have been extended prior to expiry for the purposes of paragraph (c).

7.3 The Board may expel from the Company any Member who does not comply with the provisions of this Constitution or any by-laws, rules or regulations of the Company or whose conduct in the opinion of the Board is prejudicial to the interests of the Company.

7.4 At least 21 days before the Board holds a meeting to expel a Member the Board must send a notice to the Member which states:

- (a) the allegations against the Member;
- (b) the proposed resolution for the Member's expulsion;
- (c) that the Member has an opportunity at the meeting to address the allegations either orally or in writing; and
- (d) that the Member may elect to have the question of expulsion dealt with by the Company in general meeting, provided that the Member notifies the Secretary in writing, at least 48 hours before the meeting at which the resolution is to be considered by the Board.

7.5 The Company must expel a Member and remove the Member's name from the Register where:

- (a) a general meeting is held to expel a Member; and
- (b) a resolution is passed at the meeting for the expulsion of the Member by a majority of two-thirds of those present and voting (such voting will be by ballot).

7.6 A Member expelled from the Company does not have any claim monetary or otherwise upon the Company, its funds or property.

Register

8 Register of Members

The Register must be kept by the Secretary and must contain full names and addresses of the Members and such other particulars as the Directors may prescribe.

9 Address of Members

Every Member must communicate any change in his, her or its address to the Company in writing and any such change of address must be entered in the Register. The latest address in the Register is deemed to be the Member's registered address.

General Meetings

10 General meetings

10.1 The Board or any Director may convene a general meeting of the Company whenever it or they think fit.

10.2 The Company must hold an annual general meeting at least once in each calendar year.

11 Notice of General Meeting

A notice of a general meeting must specify the place and time of the meeting, the general nature of the business to be transacted at the meeting and any other matters required by the Law. The non-receipt of a notice of any general meeting by, or the accidental omission to give notice to, any person entitled to notice does not invalidate any resolution passed at that meeting.

12 Quorum

A quorum for a general meeting is five Members present in person or by proxy. No business may be transacted at any meeting, except the election of a Chairman and the adjournment of the meeting, unless a quorum is present at the commencement of the meeting.

13 Adjournment in Absence of Quorum

If there is not a quorum at a general meeting within 30 minutes after the time specified in the notice of meeting, the meeting is dissolved, unless the Board adjourns the meeting to a date, time and place determined by it. If no quorum is present at any adjourned meeting within 30 minutes after the time for the meeting, the meeting is dissolved.

14 Chairman

14.1 Except in the circumstances stated in Rule 14.2, the Chairman will chair every general meeting.

14.2 If at any general meeting:

- (a) a Chairman has not been elected as provided by Rule 36;
- (b) the Chairman is not present at the specified time for the holding of the meeting; or
- (c) the Chairman is present but is unwilling to chair the meeting,
the Members present may choose another Member to chair the meeting.

15 General Conduct of Meeting

15.1 The general conduct of each general meeting of the Company and the procedures to be adopted at the meeting are as determined at, during or prior to the meeting by the Chairman.

15.2 At any time the Chairman considers it necessary or desirable for the proper and orderly conduct of the meeting, the Chairman may demand the cessation of debate or discussion on any business, question, motion or resolution being considered by the meeting and require the business, question, motion or resolution to be put to a vote of the Members present.

15.3 The Chairman may require the adoption of any procedures which are in the Chairman's opinion necessary or desirable for the proper and orderly casting or recording of votes at any general meeting of the Company, whether on a show of hands or on a poll.

15.4 Any determination by the Chairman in relation to matters of procedure or any other matter arising directly or indirectly from the business is final and not open to challenge. Any challenge to a right to vote (whether on a show of hands or on a poll) may only be made at the meeting and may be determined by the Chairman whose decision is final.

16 Adjournment

During the course of the meeting the Chairman may adjourn the meeting or any business, motion, question or resolution being considered or remaining to be considered by the meeting or any debate or discussion either to a later time at the same meeting or to an adjourned meeting. If the Chairman exercises a right of adjournment of a meeting under this Rule, the Chairman has the

sole discretion to decide whether to seek the approval of the Members present to the adjournment and, unless the Chairman exercises that discretion, no vote may be taken by the Members present in respect of the adjournment. No business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

17 Voting

Each question submitted to a general meeting is to be decided in the first instance by a show of hands of the Members present and entitled to vote, unless a poll is demanded. In the case of an equality of votes, the Chairman has, both on a show of hands and at a poll, a casting vote in addition to the vote or votes to which the Chairman may be entitled as a Member or as a proxy or duly appointed representative of a Member. Unless a poll is demanded, a declaration by the Chairman that a resolution has been passed or lost is conclusive.

18 When a Poll May be Demanded

A poll may be demanded by a Member in accordance with the Law (and not otherwise) or by the Chairman. Unless the Chairman otherwise determines, no poll may be demanded on the adjournment of a meeting. The demand for a poll may be withdrawn.

19 Taking a Poll

- 19.1 If a poll is demanded as provided in Rule 18, it is to be taken in the manner and at the time and place as the Chairman directs, and the result of the poll is the meeting's resolution of the motion on which the poll was demanded. Any challenge to the admission or rejection of a vote may only be made at the meeting and may be determined by the Chairman, whose decision is final.
- 19.2 A demand for a poll does not prevent the continuation of a meeting for the transaction of any business other than the question on which a poll has been demanded. A poll demanded on any question of adjournment is to be taken at the meeting and without adjournment.

Votes of Members

20 Voting Rights

Each Member has the right to one vote both on a show of hands and a poll. A Member may vote in person or by proxy.

21 Proxies

- 21.1 A Member who is entitled to attend and cast a vote at a meeting of the Company may appoint a person as a proxy to attend and vote for the Member in accordance with the Law but not otherwise. A proxy appointed to attend and vote in accordance with the Law may exercise the rights of the Member on the basis of and subject to the restrictions provided in the Law but not otherwise.
- 21.2 A form of appointment of a proxy is valid if it is in accordance with the Law or in any form which the Board may prescribe or accept.
- 21.3 The Secretary must, if requested, send a valid form of proxy to a Member.
- 21.4 Any appointment of a proxy under Rule 21.2 which is incomplete insofar as the name of the proxy has been omitted may be completed by the Secretary on the authority of the Board by the insertion of the name of any Director as the person in whose favour the proxy is given.

22 Validity of Vote

- 22.1 The validity of any resolution is not affected by the failure of any proxy to vote in accordance with instructions (if any) of the appointing Member.
- 22.2 A vote given in accordance with the terms of an instrument of proxy is valid notwithstanding the previous death or mental incapacity of the appointing Member or revocation of the instrument of proxy, provided no notice in writing of the death, mental incapacity or revocation has been received at the Office before the meeting or any adjourned meeting.
- 22.3 A proxy is not revoked by the appointing Member attending and taking part in the meeting, unless the appointing Member actually votes at the meeting on the resolution for which the proxy is proposed to be used.

Directors

23 Number of Directors

Unless otherwise determined by the Board, the number of Directors (not including alternate Directors) must not be less than three or more than 15.

24 Appointment of Directors

- 24.1 The first Directors are the persons specified in the application to register the Company lodged under section 117 of the Law and who have consented to become Directors.
- 24.2 Subject to Rule 23, the Board may by resolution appoint any person to the office of Director. Any Director so appointed automatically retires at the next annual general meeting and is eligible for election by that general meeting.
- 24.3 The Board shall appoint as a Director not less than one John Monash Scholar who has completed their studies as a John Monash Scholar.

25 Term of Appointment

- 25.1 A Director must retire from office at the conclusion of the third annual general meeting after the Director was elected by members. Subject to Rule 25.2, a Director retiring under this Rule 25.1 is eligible for re-election.
- 25.2 No Director may be elected by members for more than three successive terms except:
- (a) as provided in Rule 25.3; or
 - (b) where the Director is, immediately prior to retirement, the Chairman and the Chairman's term will continue following (and subject to) re-election.
- 25.3 Subject to Rule 25.4, a Director who has been elected by members for three successive terms may seek re-election if his or her nomination for re-election is approved by the Board. A Director elected in accordance with this Rule 25.3:
- (a) must retire from office at the conclusion of the next annual general meeting; and
 - (b) may seek further re-election for a term ending at the next annual general meeting if his or her nomination is approved by the Board.

25.4

- (a) A Director shall not serve more than twelve consecutive years as a Director after their first election by members unless a minimum period of one year has elapsed since that person last held the position of Director.
- (b) This Rule 25.4 does not limit the term of the directorship that may be served by the Chairman by operation of Rule 25.2(b) and Rule 36.2.

26 Election by General Meeting

Subject to Rule 23, the Company may elect Directors by ordinary resolution.

27 One Third of Directors Retire Annually

[Rule intentionally left blank]

28 Remuneration of Directors

- 28.1 Subject to Rules 28.2 and 28.3, no Director is entitled to be paid a fee for his or her service as a Director.
- 28.2 The Directors will be entitled to be paid or reimbursed for all out-of-pocket expenses incurred by them in the performance of their duties as Directors where the amount payable does not exceed an amount previously approved by the Board.
- 28.3 A Director may be engaged by the Company in any other capacity (other than auditor) and may be appointed on such terms as to remuneration, tenure of office and otherwise as may be agreed by the Board.
- 28.4 Any amount paid under Rules 28.2 or 28.3 must be approved by the Board.

Alternate Directors

29 Alternate Directors

The Board may make such rules as it deems appropriate in relation to the appointment of alternate Directors.

Termination of Office of Director

30 Termination of Office by Director

The office of a Director is terminated:

- (a) on the Director being absent from three consecutive meetings of the Board without leave of absence from the Board where the Board has not, within 14 days of having been served by the Secretary with a notice giving particulars of the absence, resolved that leave of absence be granted;
- (b) on the Director resigning office by notice in writing to the Company;
- (c) on the Director being removed from office under the Law;
- (d) on the Director being prohibited from being a Director by reason of the operation of the Law;
- (e) on the expiration of the term of office of that Director under Rule 25;
- (f) on the Director becoming insolvent under administration;
- (g) on the Director becoming of unsound mind or physically or mentally incapable of performing the functions of that office;

- (h) on the Company resolving by ordinary resolution to remove a Director from office; or
- (i) on the Director ceasing to be a Member.

31 Appointment of a Chief Executive

- 31.1 The Board may appoint a person to be the Chief Executive of the Company for such period and on such terms as it thinks fit and at a remuneration which may be by way of salary or otherwise on terms determined by the Board.
- 31.2 The Board may confer on and withdraw from the Chief Executive any of the powers exercisable under this Constitution by the Board as it thinks fit and on any condition it thinks expedient but the conferring of powers by the Board on the Chief Executive does not exclude the exercise of those powers by the Board.

Proceedings of Directors

32 Procedures Relating to Directors' Meetings

The Board may meet together, adjourn and otherwise regulate its meetings as it thinks fit. The Board may at any time, and the Secretary must, on the request of any two Directors, convene a meeting of the Board. Notice of a meeting of the Board may be given by mail (electronic or otherwise), personal delivery, facsimile transmission to the usual place of business or residence of the Director or at any other address given to the Secretary by the Director or by any technology agreed by the Directors.

33 Quorum of Meetings

Until otherwise determined by the Board, a quorum for meetings of the Board is half of the number of Directors or, if the number of Directors is not a multiple of two, then the odd number nearest to and greater than half the number of Directors.

34 Meetings by Telephone or Other Means of Communication

The Board may meet either in person or by telephone or by using any other technology consented to by all the Directors. A consent may be a standing one. A Director may only withdraw consent within a reasonable period before the meeting. A meeting conducted by telephone or other means of communication is taken to be held at the place agreed on by the Directors attending the meeting if at least one of the Directors present at the meeting was at that place for the duration of the meeting.

35 Votes at Meetings

Questions arising at any meeting of the Board are decided by a majority of votes. In the case of an equality of votes, the Chairman has a second or casting vote.

36 Chairman

- 36.1 The Board must elect one of its numbers as Chairman.
- 36.2 The Chairman is appointed for an initial 3 year term and is eligible for reappointment for a further two terms of 3 years each. The Chairman may then be appointed by the Directors for a final term of up to 3 years
- 36.3 If the Chairman is not present at the time specified for holding any meeting, the Directors present may choose one of their number to be Chairman of the meeting.

37 Powers of Meetings

A meeting of the Board at which a quorum is present is competent to exercise any of the authorities, powers and discretions for the time being vested in or exercisable by the Board.

38 Committees

38.1 The Board may delegate any of its powers to Committees consisting of a Director or Directors or any other person or persons as the Board thinks fit. Any Committee formed or person or persons appointed to the Committee must, in the exercise of the powers delegated, conform to any regulations that may from time to time be imposed by the Board.

38.2 The meetings and proceedings of any Committee are to be governed by the provisions of this Constitution for regulating the meetings and proceedings of the Board so far as they are applicable and are not superseded by any regulations made by the Board under Rule 38.1.

38.3 No power delegated to any Committee under this Rule may be sub-delegated unless authorised by the terms of the delegation.

39 Validity of Acts

39.1 All actions at any meeting of the Board or by a Committee or by any person acting as a Director are, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any of the Directors or the Committee or the person acting as a Director or that any of them were disqualified, as valid as if every person had been duly appointed and was qualified and continued to be a Director or a member of the Committee.

39.2 If the number of Directors is reduced below the number fixed under this Constitution the continuing Directors may act only for the purpose of increasing the number of Directors to the number fixed under this Constitution or of calling a general meeting of the Company. In any case the continuing Directors must act to increase the number of Directors as soon as is practicable.

40 Resolution in Writing

A resolution in writing signed by all the Directors entitled to vote on the resolution (not being less than the number required for a quorum at a meeting of the Board) is a valid resolution of the Board. The resolution may consist of several documents in the same form, each signed by one or more of the Directors. For the purposes of this Rule the references to **Directors** include any alternate Director for the time being present in Australia who is appointed by a Director not for the time being present in Australia but do not include any other alternate Director. A facsimile transmission or other document produced by mechanical or electronic means under the name of a Director with the Director's authority is considered to be a document in writing signed by the Director.

Powers of the Board

41 General Powers of the Board

The management and control of the business and affairs of the Company are vested in the Board, which (in addition to the powers and authorities conferred on it by this Constitution) may exercise all powers and do all things as are within the power of the Company and are not by this Constitution or by law required to be exercised or done by the Company in general meeting.

42 Power to Borrow, Guarantee and Give Security

Without limiting the generality of Rule 41, the Board may from time to time, on behalf of the Company, borrow such amounts as it considers necessary for the purposes of the Company at such rate of interest and upon such terms as it considers proper and may execute mortgages, loan agreements or other securities in respect of such moneys and charge any property of the Company and may execute, create and issue such mortgages, loan agreements or securities as it considers appropriate.

Seal

43 Seal

The Company may have a common seal and a duplicate common seal. If the Company has a common seal the seal may be used only as determined by the Board.

Notices

44 Service of Notices

A notice may be given by the Company to any Member personally, by leaving it at the Member's registered address or by sending it by prepaid post or facsimile transmission addressed to the Member's registered address or, in any other case, by other electronic means determined by the Board. If the notice is signed, the signature may be original or printed.

45 When Notice Taken to be Served

Any notice sent by post is taken to have been served at the expiration of two business days after the envelope containing the notice is posted and, in proving service, it is sufficient to prove that the envelope containing the notice was properly addressed and posted. Any notice served on a Member personally or left at the Member's registered address is taken to have been served when delivered. Any notice served on a Member by facsimile transmission is taken to have been served on receipt by the sender of a transmission control report from the despatching machine showing the relevant number of pages and the correct destination fax machine number or name of recipient and indicating that the transmission has been made without error. Any notice served on a Member by email is taken to have been served on receipt by the sender of an email acknowledgment from the Member's information system showing that the Notice has been delivered.

46 Member not Known at Registered Address

Where a Member does not have a registered address or where the Company has a reason in good faith to believe that a Member is not known at the Member's registered address, all future notices are taken to be given to the Member if the notice is exhibited in the Office for a period of 48 hours (and is taken to be duly served at the commencement of that period) unless and until the Member informs the Company of a registered place of address.

47 Calculation of Period of Notice

Where a given number of days' notice or notice extending over any other period is required to be given the day of service is not to be counted in the number of days or other period.

48 Service on Deceased Members

A notice delivered or sent by post to the Member's registered address under this Constitution is (despite the fact that the Member is then dead and whether or not the Company has notice of the

Member's death) taken to have been duly served and the service is sufficient service of the notice or document on the Member's personal representatives.

Liability of Members

49 Limited Liability

The liability of the Members of the Company is limited.

50 Members' Liability on Winding Up

Each member of the Company undertakes to contribute to the assets of the Company in the event of it being wound up while he, she is a Member or within one year after he, she or it ceases to be a member for payment of the debts and liabilities of the Company (contracted before he, she or it ceases to be a Member) and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories amongst themselves, such amounts as may be required not exceeding \$20.00.

Winding Up

51 Winding Up

If upon winding up or dissolution of the Company there remains, after satisfaction of all its debts and liabilities, any property whatsoever (including any property in the fund established under Rule 4), the property must not be paid to or distributed amongst the Members but must be given or transferred to some other organisation or organisations:

- (a) having purposes similar to the purposes of the Company set out in Rule 2;
- (b) which is covered by an item in any of the tables in subdivision 30-B of the *Income Tax Assessment Act 1997* (Cth); and
- (c) which by its constitution is required to apply its profits (if any) or other income in promoting its purposes and is prohibited from paying any dividend to its members,

such organisation or organisations to be determined by the Members before the time of dissolution or in default thereof by application to the Supreme Court of Victoria for determination.

52 Amalgamation

Where it furthers the purposes of the Company to amalgamate with any one or more other organisations having similar purposes to the purposes of the Company, the other organisation or organisations must have rules prohibiting the distribution of its or their assets and income to members.

Indemnity

53 Indemnity of Officers, Insurance and Access

- 53.1 The Company is to indemnify each officer of the Company out of the assets of the Company to the relevant extent against any liability incurred by the officer in or arising out of the conduct of the business of the Company or in or arising out of the discharge of the duties of the officer.
- 53.2 Where the Board considers it appropriate, the Company may execute a documentary indemnity in any form in favour of any officer of the Company.

- 53.3 Where the Board considers it appropriate, the Company may:
- (a) make payments by way of premium in respect of any contract effecting insurance on behalf or in respect of an officer of the Company against any liability incurred by the officer in or arising out of the conduct of the business of the Company or in or arising out of the discharge of the duties of the officer; and
 - (b) bind itself in any contract or deed with any officer of the Company to make the payments.
- 53.4 Where the Board considers it appropriate, the Company may:
- (a) give a former Director access to certain papers, including documents provided or available to the Board and other papers referred to in those documents; and
 - (b) bind itself in any contract with a Director or former Director to give the access.
- 53.5 In this Rule:
- (a) **officer** means:
 - (i) a Director, Secretary, executive officer or employee; or
 - (ii) a person appointed as a trustee by, or acting as a trustee at the request of the Company,and includes a former officer.
 - (b) **duties of the officer** includes, in any particular case where the Board considers it appropriate, duties arising by reason of the appointment or nomination of an officer by the Company.
 - (c) to the relevant extent means:
 - (i) to the extent the Company is not precluded by law from so doing;
 - (ii) to the extent and for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including, in particular, an insurer under any insurance policy); and
 - (iii) where the liability is incurred in or arising out of the conduct of the business of another corporation or in the discharge of the duties of the officer in relation to another corporation, to the extent and for the amount that the officer is not entitled to be indemnified and is not actually indemnified out of the assets of that corporation.
 - (d) **liability** means all costs, charges, losses, damages, expenses, penalties and liabilities of any kind including, in particular, legal costs incurred in defending any proceedings (whether criminal, civil, administrative or judicial) or appearing before any court, tribunal, government authority or otherwise.

54 Amendments

The Company will as soon as practicable notify the Australian Charities and Not-for-profits Commission of all additions, alterations or amendments to this Constitution. A failure to notify the Australian Charities and Not-for-profits Commission will not (of itself) invalidate the addition, alternation or amendment.

