



Australian Committee for UNICEF Limited
ABN 35 060 581 437

Constitution

Corporations Act
A Company Limited by Guarantee

As adopted by Members on 15 December 2001
and varied 3 October 2013

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Constitution of Australian Committee for UNICEF Limited

1. Name

The name of the company is Australian Committee for UNICEF Limited.

2. Definitions and interpretation

2.1. Definitions

In this Constitution:

"Address" means:

- a. in the case of a Member, the address of the Member in the Register;
- b. in the case of a Director or the auditors of the Committee, the address of that person derived from information that is available to the public from the ASIC; or
- c. in the case of a Recipient, the address (if any), whether within or outside the Jurisdiction, notified in writing to the Committee by the Recipient for the purpose of serving notice on that Recipient.

"Applicant" means a person who applies to become a Member in accordance with this Constitution.

"Application" means an application for a person to become a Member in the form of Schedule 1 or in any other form the Directors may accept.

"ASIC" means Australian Securities and Investments Commission.

"Business Day" means a day which is not a Saturday, Sunday or public holiday in the Jurisdiction.

"Certificate" means a certificate stating that a person is a Member.

"Committee" means the company named above whatever its name may be from time to time.

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

"Corporation" means any body corporate, whether formed or incorporated within or outside the Jurisdiction.

"Debenture" means a debenture, bond, note, charge, bill of sale or any other security or debt instrument.

"Director" means a director for the time being of the Committee.

"Eligible Voter" means, in relation to a meeting of Members:

- a. a Member;
- b. a proxy of a Member;
- c. an attorney of a Member; or
- d. a Representative of a Member

"Entrance Fee" means the fee payable by each Applicant as determined from time to time by the Directors.

"Excluded Legal Costs" means, in relation to a person, legal costs incurred:

- a. in defending or resisting proceedings in which the person is found to have an Excluded Liability;
- b. in defending or resisting criminal proceedings in which the person is found guilty;
- c. in defending or resisting proceedings brought by ASIC or a liquidator for a court order if the grounds for making the order are found by the court to have been established (other than costs incurred in responding to actions taken by ASIC or a liquidator as part of an investigation before commencing proceedings for that court order); or
- d. in connection with proceedings for relief to the person under the *Corporations Act* in which the court denies the relief,

and for the purposes of this definition, the outcome of the proceedings is the outcome of the proceedings and any appeal in relation to the proceedings.

"Excluded Liability" means:

- a. a liability owed to the Committee or a related body corporate of the Committee;
- b. a liability for a pecuniary penalty order under section 1317G of the *Corporations Act*;
- c. a liability for a compensation order under section 1317H of the *Corporations Act*; or
- d. a liability that:
 - i. is owed to someone other than the Committee or a related body corporate of the Committee; and
 - ii. did not arise out of conduct in good faith.

"Executive Officer" means an employee of the Committee who is concerned, or takes part, in the management of the Committee or of a related body corporate of the Committee, regardless of that person's designation.

"Fees" means any fees or levies payable by Members under Article 10.1.

"Group Company" means the Committee or a subsidiary of the Committee.

"Jurisdiction" means the state of New South Wales.

"Member" means a person whose name is entered in the Register as being a member of the Committee.

"Membership" means membership of the Committee.

"Membership Rights" means the rights and benefits conferred on a Member under this Constitution, including any right conferred in relation to general meetings or meetings of Members.

"Office" means the registered office for the time being of the Committee.

"Officer" has the meaning given in section 9 of the *Corporations Act*.

"Prescribed Notice" means, in relation to a meeting, the Prescribed Period or such shorter period of notice allowed under the *Corporations Act*.

"Prescribed Period" means 21 days.

"Proceedings" means, in relation to a person, any proceedings (whether civil or criminal) in which it is alleged that the person has done or omitted to do some act, matter or thing:

- a. in his or her capacity as an Officer of a Group Company; or
- b. in the course of acting in connection with the affairs of a Group Company; or
- c. otherwise arising out of the person holding office as an Officer of a Group Company,

including proceedings alleging that he or she was guilty of negligence, default, breach of trust or breach of duty in relation to a Group Company.

"Recipient" means a Member or other person receiving notice under this Constitution.

"Register" means the register of Members kept under the *Corporations Act* and, where appropriate, includes any branch register.

"Representative" means a person appointed under Article 17 or under section 250D of the *Corporations Act*.

"Seal" means the common seal (if any) of the Committee.

"Secretary" means the secretary for the time being of the Committee, and if there are joint secretaries, any one or more of those joint secretaries.

"Technology" includes radio, telephone, closed circuit television or other electronic means or telecommunications device for audio or audio-visual communication.

"UNICEF" means The United Nations Children's Fund.

2.2. Interpretation

In this Constitution:

- a. headings are for convenience only and do not affect meaning;
and unless the contrary intention appears:
- b. words importing the singular number include the plural number and vice versa;
- c. words importing any gender include all other genders;
- d. a reference to a person includes a corporation, a partnership, a body corporate, an unincorporated association and a statutory authority;
- e. where any word or phrase is given a defined meaning, any other part of speech or grammatical form in respect of that word or phrase has a corresponding meaning;
- f. a reference to an Article or a Schedule is to an article or a schedule of this Constitution and a reference in a Schedule to a paragraph is to a paragraph of that Schedule;
- g. any Schedule is part of this Constitution;
- h. a reference to this Constitution is to this Constitution (and where applicable any of its provisions) as amended, supplemented or replaced from time to time;
- i. a reference to any legislation or to any section or provision of it includes any statutory modification, amendment or re-enactment or any statutory provision substituted for it;
- j. a reference to a meeting of Members includes a meeting of any class of Members; and
- k. any power, right, discretion or authority conferred upon any person or people under this Constitution may be exercised at any time and from time to time.

2.3. Application of Corporations Act

Except so far as a contrary intention appears anywhere in this Constitution:

- a. an expression used in a particular Part or Division of the Corporations Act which is given a special meaning by any provision of that Part or Division for the purposes of the whole or any part of that Part or Division has, in any provision of this Constitution which deals with a matter dealt with by the whole or any part of that Part or Division, the same meaning as in that Part or Division; and
- b. an expression which is given a general meaning by any provision of the Corporations Act has the same meaning in this Constitution.

2.4. Replaceable rules

Each of the provisions of the sections or sub-sections of the *Corporations Act* which would but for this Article 2.4 apply to the Committee as a replaceable rule in accordance with section 135(1) of the *Corporations Act* is displaced and does not apply to the Committee.

3. Status

3.1. Limited by guarantee

The Committee is a company limited by guarantee.

3.2. Members' obligation on winding up

Each member undertakes to contribute an amount not exceeding \$1.00 to the property of the Committee if the Committee is wound up:

- a. at a time when that person is a Member; or
 - b. within one year after the time that person ceased to be a Member,
- for:

- c. payment of the debts and liabilities of the Committee contracted before that person ceased to be a Member;
- d. payment of the costs, charges and expenses of winding up the Committee; and
- e. adjustment of the rights of the contributories among themselves.

4. Objects

4.1. Objects

The objects for which the Committee is established are:

- a. to comply with and implement the Recognition Agreement in force from time to time between UNICEF and the Committee;
- b. to undertake development and aid activities in developing countries;
- c. to make citizens, corporations and governments in Australia aware of, and interested in, the welfare of children and women throughout the world and the assistance available to them through UNICEF and the Committee;
- d. to promote recognition that programs for children and women should be an integral part of social and economic development;
- e. to encourage adequate financial contributions to UNICEF and the Committee by Australian governments and to organise appropriate fundraising campaigns for the programs of UNICEF and the Committee, including the sale of UNICEF products;
- f. to apply financial contributions to and funds raised by the Committee for the purposes of UNICEF and the Committee;
- g. to work and co-operate with other organisations with similar objectives where such co-operation is consistent with the objectives of UNICEF and the Committee; and
- h. to promote the interests of UNICEF and the Committee.

4.2. Application of income and property

The Committee will only apply the income and property of the Committee in promoting the objects of the Committee.

5. Powers

Solely for the purpose of carrying out its objects and not otherwise the Committee has the power to do all such things as are necessary, incidental or conducive to the attainment of those objects and, for that purpose and not otherwise, the Committee has the legal capacity and powers conferred by section 124 of the *Corporations Act*.

6. No distribution to Members

6.1. No distribution to Members

Subject to Article 6.2, the Committee will not make any distributions to any Members, whether by way of dividends, surplus on winding up or otherwise.

6.2. Permitted payments to Members

Article 6.1 does not prevent the payment in good faith by the Committee to a Member of:

- a. reasonable remuneration to any Member in consideration for services rendered or goods supplied by that Member to the Committee in the ordinary course of business;
- b. interest at a reasonable rate on money borrowed by the Committee from that Member;
- c. reasonable rent for premises demised or let to the Committee by that Member; or
- d. any other reasonable amount of a similar character to those described in this Article 6.2.

7. Membership

7.1. Form of Applications

- a. Any person is eligible to be an Applicant.
- b. Every Applicant (other than the persons specified in the application for the Committee's registration as consenting to be a member of the Committee) must:
 - i. sign and deliver to the Committee an Application; and
 - ii. pay the Entrance Fee (if any).

7.2. Further information

An Applicant must provide in writing any information the directors require in addition to that contained in the Application.

7.3. Effect of an Application

If the Committee receives an Application signed by or on behalf of the Applicant and the Directors determine to accept the Applicant as a Member in consequence of that Application, the Application is to be treated as:

- a. a request by the Applicant for the Committee to enter the Applicant's name in the Register; and
- b. an agreement by the Applicant to become a Member and, subject to the Corporations Act, to be bound by this Constitution on being registered as a Member.

7.4. Determination of Directors

- a. The Directors determine whether an Applicant may become a Member.
- b. The Directors are not required to give any reason for the rejection of any Application.

7.5. Notification of determination

- a. When an Application is accepted, the Committee will:
 - i. give written notice of the acceptance to the Applicant; and
 - ii. enter the Applicant's name in the Register.
- b. When an Application is rejected, the Committee will:
 - i. give written notice of the rejection to the Applicant; and
 - ii. refund in full the Entrance Fee (if any) paid by the Applicant.

7.6. Membership not transferable

Membership Rights are not transferable whether by operation of law or otherwise.

7.7. Life Membership

- a. A Member may be granted life membership of the Committee for outstanding services to the Committee.
- b. Life membership may only be granted by the Members in general meeting on the recommendation of the Directors.
- c. Life members will not be required to pay any Fees commencing from the financial year after the financial year in which they are granted life membership.

8. Certificates

8.1. Member's entitlement to Certificates

- a. Every Member will be entitled to one Certificate.

- b. The Company will dispatch Certificates to Members within one month of an Applicant becoming a Member.

8.2. Issuing of Certificates

- a. Each Certificate will:
 - b. be uniquely numbered; and
 - iii. be executed in a manner permitted under the Corporations Act as the Directors may determine.
 - iv. Subject to Article 8.3(b)(iii), the Committee will not charge a fee for issuing Certificates
- c. Each Certificate will remain the property of the Committee and on demand in writing by the Secretary will be returned to the Committee.

8.3. Duplicate Certificates

- a. If any Certificate is worn out or defaced, then on production of it to the Directors, the Directors may order it to be cancelled and the Committee may issue a duplicate of it.
- b. If any Certificate is lost or destroyed, then on application by the Member accompanied by:
 - v. a statement in writing that the Certificate has been lost or destroyed;
 - vi. an undertaking in writing that if the Certificate is found or received by the Member it will be returned to the Committee; and
 - vii. payment of a fee (not exceeding that prescribed in the Corporations Act) as the Directors determine,

the Committee will issue a duplicate of the Certificate.

9. Closure of Register

The Register may be closed during such time or times as the Directors think fit but not for more than 30 days in aggregate in any calendar year.

10. Fees

10.1. Directors' power to determine Fees

Subject to the *Corporations Act*, the Directors may, on behalf of the Committee:

- a. require the payment of fees or levies by the Members in the amount and at the times as the Directors think fit, unless the conditions of a person becoming a Member made that money payable at fixed times; and
- b. differentiate between the classes of Members as to the amounts of fees or levies to be paid and as to the times for payment of those fees or levies.

10.2. Notice of Fees

- a. Notice of any Fee given by the Committee must specify the amount of the Fee, the time and place of payment and the person to whom the Fee must be paid.
- b. The Committee will give Members at least 10 Business Days' notice of any Fee which is payable.
- c. The non-receipt of a notice of any Fee or the accidental omission to give notice of any Fee to any of the Members will not affect the obligation of a Member to pay the Fee.

10.3. Terms and time of payment of Fees

- a. Subject to the conditions of a person becoming a Member, Fees may be made payable by instalments.
- b. The Directors may revoke or postpone the requirement of any Member to pay Fees.

10.4. Payment of Fees

- a. Subject to Article 10.4(b), each Member must pay the amount of the Fee of that Member to the persons and at the times and places specified in the notice of the Fee.
- b. If, by the conditions of a person becoming a Member or otherwise, any Fee is made payable at any fixed time or by instalments at fixed times, every such amount or instalment will be due and payable at those times.

10.5. Payment of Fees in advance

- a. The Committee may accept from any Member an amount representing all or any part of the Fees payable by the Member beyond the amount actually notified as being required to be paid.
- b. The Committee may pay interest on any advance payment pursuant to Article 10.5(a) to the extent that the amount paid for the time being exceeds the amount of the Fees payable in respect of which the advance payment is made. The interest rate is to be agreed between the Directors and the Member who makes the advance payment.
- c. The Directors may at any time repay the amount advanced pursuant to Article 10.5(a).

11. Forfeiture of membership rights

11.1. Notice to pay Fees and interest

If any Member does not pay any Fee on or before the date for its payment, the Directors may, at any time after that date while any part of the Fee remains unpaid, serve a notice on that Member requiring the Member to pay the Fee together with any interest that may have accrued and all expenses that may have been incurred by the Committee by reason of the non-payment.

11.2. Form of notice to pay Fees and interest

A notice under Article 11.1 must:

- a. specify a date being not less than 10 Business Days from the date of the notice and a place or places on and at which the Fees, interest, and expenses are to be paid; and
- b. state that if payment is not made by the Member at or before the time and at the place appointed, the Membership Rights of that Member will be forfeited.

11.3. Failure to comply with notice

If the requirements of any notice under Article 11.1 are not complied with, the Directors may by resolution, at any time after the date specified in the notice but before payment of all Fees, interest and expenses the subject of the notice, forfeit the Membership Rights of that Member.

11.4. Notice of forfeiture

- a. When any Membership Rights of a Member have been forfeited (whether under Article 11.3 or 12.2(a)(iv)), the Committee must:
 - i. give notice of the forfeiture to that Member; and
 - ii. make an entry of the forfeiture with the date of forfeiture in the Register.
- b. Failure by the Committee to give notice or to make an entry as specified in Article 11.4(a) will not invalidate the forfeiture in any way.

11.5. Cancellation of forfeiture

Where any Membership Rights of a Member have been forfeited under Article 11.3, the Directors may, at any time after payment of all Fees, interest and expenses payable by that Member, cancel the forfeiture of the Membership Rights on such terms as the Directors think fit.

11.6. Continuing Liability

- a. Subject to Articles 11.5 and 11.6(c), a Member whose Membership Rights have been forfeited remains liable to pay to the Committee all Fees, interest and expenses owing at the time of forfeiture.
- b. The Directors may, on behalf of the Committee, enforce the payment of all or any part of the amounts referred to in Article 11.6(a) if the Directors think fit but are not under any obligation to do so.
- c. The Directors may release a Member from the liability to pay any amount referred to in Article 11.6(a).

11.7. Proof of due forfeiture

A certificate in writing from the Committee signed by two Directors or one Director and the Secretary that:

- a. a Fee was required to be paid;
- b. notice of the Fee was served;
- c. default in payment of the Fee was made; and
- d. forfeiture of Membership Rights was made by resolution of the Directors to that effect,

will be sufficient evidence of the facts stated in such certificate as against all persons claiming to be entitled to those Membership Rights.

12. Cessation of membership

12.1. Resignation

- a. A Member may resign as a Member on giving the Committee notice in writing.
- b. A resignation under Article 12.1(a) is effective from the date the Committee receives the notice.

12.2. Non-compliance with Constitution or misconduct

- a. If:
 - iii. a Member wilfully refuses or neglects to comply with the provisions of this Constitution; or
 - iv. the conduct of a Member appears to a majority of the Directors to be unbecoming of the Member or prejudicial to the interests of the Committee,

the Directors may subject to this Article 12.2, by resolution:

- v. censure the Member;
 - vi. forfeit the Membership Rights of the Member; or
 - vii. expel the Member from the Committee.
- b. A Member will be given at least 7 days' notice of the meeting of the Directors at which a resolution referred to in Article 12.2(a) is to be put.
- c. A notice under Article 12.2(b) must:
 - i. specify the allegations against the Member; and
 - ii. state the proposed resolution.
- d. Before the passing of any resolution referred to in Article 12.2(a), a Member will have the opportunity of giving orally, or in writing, any explanation or defence the Member may think fit at the meeting referred to in Article 12.2(b).

12.3. Cancellation of forfeiture

Where any Membership Rights have been forfeited under Article 12.2, the Directors may reinstate the Membership Rights on such terms as the Director thinks fit.

12.4. Cessation of membership

A person will cease to be a Member:

- a. if the Member resigns in accordance with Article 12.1;
- b. if the Member is expelled under article 12.2;
- c. in the case of a Member who is an individual if that Member:
 - iii. dies;
 - iv. becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
 - v. becomes an insolvent under administration (within the meaning of the Corporations Act); or
- d. in the case of a Member who is not an individual if that Member becomes an externally-administered body corporate (within the meaning of the Corporations Act).

12.5. Continuing liability

- a. The rights, duties, liabilities and obligations of a Member:
 - vi. arising under this Constitution or otherwise; and
 - vii. whether or not existing at the date of the person ceasing to be a Member or arising or crystallising after that date out of or by reason of facts or circumstances occurring or in existence at or before that date,
- b. will not be prejudiced, lessened or affected by that person ceasing to be a Member.
- c. Without limiting the generality of Article 12.5(a), a person ceasing to be a Member will not be relieved from any obligation to pay any Fees owing at the time of cessation.

13. Meetings of members

13.1. Calling meetings of Members

- a. The Directors may call a meeting of Members whenever they think fit.
- b. The Directors will call and arrange a general meeting on the request of Members made in accordance with the *Corporations Act*.
- c. The Members may call and arrange to hold a general meeting as provided by the *Corporations Act*.

13.2. Annual general meetings

Where the *Corporations Act* requires the Committee to hold annual general meetings, the Committee will hold those annual general meetings in accordance with the *Corporations Act*.

13.3. Notice of Members' meetings

The Committee must give to Members not less than Prescribed Notice of a meeting of Members.

13.4. Contents of notice

A notice of a meeting of Members will:

- a. set out the place, date and time of the meeting (and, if the meeting is to be held in 2 or more places, the technology that will be used to facilitate this);
- b. subject to the *Corporations Act*, state the general nature of the business of the meeting;

- c. if a special resolution is to be proposed at the meeting, set out the intention to propose the special resolution and state the resolution;
- d. in the case of an election of Directors, set out the names of the candidates for election;
- e. if a Member is entitled to appoint a proxy, contain a statement that:
 - i. the Member has a right to appoint a proxy; and
 - ii. the proxy of a Member does not need to be a Member; and
- f. set out or include any additional information or documents specified by the *Corporations Act*.

13.5. Failure to give notice

Subject to the *Corporations Act*, the accidental omission to give notice of any meeting of Members to, or the non-receipt of that notice by, any of the Members will not invalidate any resolution passed at that meeting.

13.6. Notice of adjourned meeting

- a. Whenever a meeting of Members is adjourned for a period not exceeding the Prescribed Period, no further notice of the time and place of the adjourned meeting need be given by the Committee.
- b. Whenever a meeting of Members is adjourned for a period exceeding the Prescribed Period, at least 3 days' notice of the time and place of the adjourned meeting will be given by the Committee.

13.7. Persons entitled to notice of meeting of Members

- a. Notice of every meeting of Members (including an adjourned meeting referred to in Article 13.6(b)) will be given in a manner authorised by Article 29.1 and in accordance with the *Corporations Act* to:
 - i. every Member;
 - ii. every Director and Alternate Director; or
 - iii. the auditors of the Committee.
- b. Subject to the *Corporations Act*, no person other than those persons specified in Article 13.7(a) is entitled to receive notices of meetings of Members.

13.8. Persons entitled to attend meetings of Members

- a. All Members are entitled to attend meetings of Members as well as any other persons entitled to attend under the *Corporations Act*.
- b. Subject to this Constitution, each Director is entitled to attend and speak at all meetings of Members.
- c. The chairman of a meeting of Members may require any person to leave and remain out of any meeting of Members if that person, in the opinion of the chairman, is not complying with his or her reasonable directions.

13.9. Postponement or cancellation of meeting

The Directors may whenever they think fit postpone or cancel any meeting of Members other than a meeting called as a result of a request under Article 13.1(b).

13.10. Meeting of Members at more than one place

- a. A meeting of Members called in accordance with this Constitution may be held in 2 or more separate meeting places linked together by an instantaneous audio-visual communication device or any other Technology which, by itself or in conjunction with other arrangements:
 - i. gives the Members as a whole in the separate meeting places a reasonable opportunity to participate in proceedings;

- ii. enables the chairman to be aware of proceedings in each such place; and
- iii. enables the Members in each such place to vote on a show of hands and on a poll.
- b. A Member present at one of the separate meeting places is taken to be present at the meeting of Members and entitled to exercise all rights which the Member is granted under this Constitution.
- c. Where a meeting of Members is held in 2 or more separate places pursuant to Article 13.10(a), that meeting will be deemed to have been held at one of those places as is determined by the chairman of the meeting.

14. Proceedings at meetings of members

14.1. Business of annual general meeting

The business of an annual general meeting is:

- a. to receive and consider the annual financial report and any other accounts, reports and statements as are required to be laid before the meeting;
- b. to elect Directors; and
- c. to transact any other business which under this Constitution or the *Corporations Act* ought to be or may be transacted at an annual general meeting.

14.2. Special business

- a. All business transacted at an annual general meeting other than the matters specified in Article 14.1 and all business transacted at any other meeting of Members will be deemed special business.
- b. Subject to the *Corporations Act*, no person may move at any meeting of Members:
 - i. any resolution (other than a resolution in the same terms as specified in the notice of meeting); or
 - ii. any amendment of a resolution,

in respect of special business, unless the chairman of the meeting approves.

14.3. Quorum

- a. A quorum for a meeting of Members is three Eligible Voters who have the right to vote at that meeting.
- b. For the purposes of determining whether a quorum is present a Member who is present in their own capacity and as a proxy, attorney or Representative of another Member will be counted only once.
- c. No business can be transacted at any meeting of Members unless the requisite quorum is present at the commencement of the meeting.
- d. If a quorum is present at the beginning of a meeting of Members it is deemed present throughout the meeting unless the chairman otherwise declares on the chairman's own motion or on the motion of an Eligible Voter.
- e. If half an hour after the time appointed for a meeting of Members a quorum is not present:
 - iii. a meeting called by the Directors on a request of Members, or called by the Members as is provided by the *Corporations Act*, will be dissolved; and
 - iv. in any other case, the meeting will be adjourned to the date, time and place as the Directors may by notice to the Members appoint, but failing such appointment, then to the same day in the next week at the same time and place as the meeting adjourned.
- f. If after half an hour from the time appointed for an adjourned meeting of Members, a quorum is not present, then the meeting will be dissolved.

14.4. Chairman

- a. The chairman of Directors or, in the chairman's absence, the deputy chairman, if any, will preside as chairman at every meeting of Members.
- b. If:
 - i. there is no chairman or deputy chairman; or
 - ii. at any meeting of Members neither the chairman nor the deputy chairman is present within 15 minutes of the time appointed for holding the meeting or willing to act as chairman for all or part of that meeting,

the Director present or, if more than one Director is present, a majority of those Directors present, may choose another Director as chairman of the meeting of Members or part of that meeting (as the case may be).

- c. If no Director is present or if all Directors present decline to act as chairman of all or part of a meeting of Members, the Members present may choose one of their number to be chairman of that meeting or part of that meeting (as the case may be).
- d. In the case of an equality of votes at any meeting of Members, the chairman of the meeting has a casting vote both on a show of hands and on a poll, in addition to any votes to which the chairman is entitled in his or her capacity as an Eligible Voter.

14.5. Voting: show of hands or poll

- a. At any meeting of Members a resolution put to the vote of the meeting will be decided on a show of hands unless:
 - i. before a vote is taken; or
 - ii. before or immediately after the declaration of the result of the show of hands,

a poll is demanded:

- iii. by the chairman;
- iv. by at least 3 Members, present in person or by proxy, attorney or Representative, having the right to vote at the meeting; or
- v. by any Member or Members, present in person or by proxy, attorney or Representative, who are together entitled to at least 5% of the votes that may be cast on that resolution on a poll.
- vi. No poll will be demanded on any resolution concerning the election of a chairman of a meeting or the adjournment of any meeting.

14.6. Questions decided by majority

Subject to the requirements of the *Corporations Act* in relation to special resolutions, a resolution will be taken to be carried if more votes are cast in favour of the resolution than against it.

14.7. Declaration by chairman of resolution's result

A declaration by the chairman of a meeting of Members that a resolution has on a show of hands been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book of proceedings of the Committee will be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

14.8. Conduct of poll

- a. If a poll has been demanded under this Article 14, it will be taken:
 - i. in such manner and at such time and place as the chairman directs; and
 - ii. either at once or after an interval or adjournment or otherwise.

- b. The result of the poll will be deemed to be the resolution of the meeting of Members at which the poll was demanded.
- c. A demand for a poll may be withdrawn.
- d. A demand for a poll will not prevent the continuance of the meeting or the transaction of any business other than the resolution on which a poll has been demanded.

14.9. Adjournment of meetings of Members

- a. The chairman must adjourn a meeting of Members from time to time and from place to place or close that meeting if the Members present with a majority of votes that may be cast at that meeting agree or direct the chairman to do so.
- b. No business will be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

14.10. General conduct of meetings

- c. Subject to the Corporations Act, the chairman will be responsible for the general conduct of meetings of Members and for the procedures to be adopted at meetings of Members.
- d. The chairman may make rulings or adjourn a meeting of Members without putting the question (or any question) to the vote if such action is required to ensure the orderly conduct of the meeting.
- e. 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 meeting of Members, whether on a show of hands or on a poll.
- f. The chairman may determine conclusively any dispute concerning the admission, validity or rejection of a vote at a meeting of Members.
- g. The chairman may refuse admission to, or require to leave and remain out of, the meeting any person:
 - iii. in possession of a pictorial-recording or sound-recording device;
 - iv. in possession of a placard or banner;
 - v. in possession of an article considered by the chairman to be dangerous, offensive or liable to cause disruption;
 - vi. who refuses to produce or to permit examination of any article, or the contents of any article, in the person's possession; or
 - vii. who behaves or threatens to behave in a dangerous, offensive or disruptive manner.
- h. The chairman may delegate the powers conferred by this Article to such person or persons as he or she thinks fit.
- i. Nothing contained in this Article 14.10 will be taken to limit the powers conferred on the chairman by law.

15. Votes at meetings of members

15.1. Number of votes

Subject to:

- a. any special rights or restrictions for the time being attaching to any class of Members; and
- b. Articles 15.2, 15.4, 15.5 and 17,

on a show of hands and on a poll at a meeting of Members, every Eligible Voter present has one vote.

15.2. No vote if Membership Rights forfeited

Notwithstanding this Article 15, an Eligible Voter will not be entitled to vote on any resolution, whether on a show of hands or on a poll, if:

- a. the Directors have forfeited the Membership Rights of the Member relating to that Eligible Voter under Articles 11.3 or 12.2(a)(iv); and
- b. the forfeiture has not been cancelled under Article 11.5 or the Membership Rights have not been reinstated under Article 12.3.

15.3. Objections to qualification to vote

- a. No objection to the qualification of any person to vote at a meeting of Members will be raised except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at that meeting is valid for all purposes.
- b. Any objection to the qualification of any person to vote at a meeting of Members made within the time referred to in Article 15.3(a) will be referred to the chairman of the meeting, whose decision, made in good faith, is final and conclusive.

15.4. Proxy not to vote if Member present

If a Member is present at a meeting of Members and a proxy or attorney for that Member is also present, the proxy or attorney is not entitled to speak at the meeting or vote on a show of hands or on a poll.

15.5. No vote if contrary to Corporations Act

Notwithstanding anything contained in this Constitution to the contrary:

- a. an Eligible Voter will not be entitled to vote; and
- b. the Committee will disregard any vote purported to be cast by an Eligible Voter,

on a particular resolution where that vote is prohibited by the *Corporations Act*.

16. Proxies

16.1. Right to appoint proxy or attorney

- a. A Member who is entitled to attend and cast a vote at a meeting of Members may appoint a person (whether a Member or not) as the Member's proxy or attorney, as the case may be, to attend and vote for the Member at the meeting.
- b. A proxy or attorney may be appointed for all meetings or for any number of meetings or for a particular purpose.

16.2. Form of proxy or attorney

- a. An instrument appointing a proxy or attorney:
 - viii. must be in writing executed under the hand of the appointer or of the appointer's attorney duly authorised in writing or, if the appointer is a Corporation, under its common seal (if any) or the hand of its duly authorised attorney or executed in a manner permitted by the *Corporations Act*;
 - ix. may contain directions as to the manner in which the proxy or attorney, as the case may be, is to vote in respect of any particular resolution or resolutions; and
 - x. subject to the *Corporations Act*, may otherwise be in any form as the Directors may prescribe or accept.
- b. A facsimile of a written appointment of a proxy or a power of attorney is valid.
- c. An appointment of a proxy is not invalid by virtue only of the fact that it contains some but not all of the information required by the *Corporations Act*.

16.3. Directors or chairman decide validity

Subject to the *Corporations Act*, the chairman's decision or, in his or her absence, the Directors' decision as to the validity of a proxy or power of attorney or a facsimile thereof will be final and binding.

16.4. Authority conferred on proxy or attorney

Unless otherwise provided in the instrument, an instrument appointing a proxy or attorney will be taken to confer authority:

- a. to agree to a meeting of Members being called by shorter notice than is required by the Corporations Act or this Constitution;
- b. to agree to a resolution being proposed and passed at a meeting of Members of which notice of less than the Prescribed Period is given;
- c. to vote on a show of hands in accordance with the directions (if any) given in the instrument;
- d. even though the instrument may refer to specific resolutions and may direct the proxy or attorney how to vote on those resolutions:
 - i. to vote on any amendment moved to the proposed resolutions and on any motion that the proposed resolutions not be put or any similar motion; and
 - ii. to vote on any procedural motion, including any motion to elect the chairman, to vacate the chair or to adjourn the meeting;
- e. to speak on any proposed resolution on which the proxy or attorney may vote; and
- f. to demand or join in demanding a poll on any resolution on which the proxy or attorney may vote.

16.5. Deposit of power of attorney and proxy form before meeting

An instrument appointing an attorney or a proxy, and the power of attorney or other authority (if any) under which it is signed, or a copy of that power or authority certified as a true copy or a facsimile of any of the documents referred to in this Article, must be deposited:

- a. at the place, fax number or electronic address specified in the notice of meeting of Members to which the proxy or attorney relates; or
- b. at the Office or a fax number at the Office,

not less than 48 hours before the time scheduled for commencement of the meeting (or any adjournment of that meeting) at which the person named in the instrument intends to vote.

16.6. Vote by proxy valid notwithstanding intervening event

Unless the Committee has received written notice not less than 48 hours before the time scheduled for the commencement of the meeting at which a person named in a proxy or power of attorney, as the case may be, intends to vote, a vote cast by that person will, subject to this Constitution, be valid even if, before the person votes, the appointing Member:

- a. dies;
- b. is mentally incapacitated;
- c. revokes the proxy or power of attorney; or
- d. revokes the authority under which the person was appointed by a third party.

16.7. How proxy is to vote

- a. Any form of proxy sent out by the Committee to Members in respect of a proposed meeting of Members will make provision for the Member to indicate whether the Member wishes to vote for or against each resolution.
- b. A Member may, but need not, specify the manner in which a proxy is to vote on a particular resolution.

- c. Where a Member does specify how a proxy is to vote on a particular resolution:
 - iii. the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote in accordance with that specification;
 - iv. if the proxy has 2 or more appointments that specify different manners in which a proxy is to vote on the resolution, the proxy must not vote on a show of hands;
 - v. if the proxy is the chairman of the meeting concerned, the proxy must vote in accordance with that specification; and
 - vi. if the proxy is not the chairman of the meeting concerned, the proxy need not vote on a poll, but if the proxy does so, the proxy must vote in accordance with that specification.

16.8. Failure to name appointee

Any instrument of proxy in which the name of the appointee is not filled in will be deemed to be given in favour of the chairman or such other person as is nominated by the Directors in the instrument of proxy or the notice calling the meeting of Members to which the proxy relates.

17. Representatives of corporations

17.1. Appointment

- a. Any Corporation which is a Member may appoint an individual (either by name or position and whether a Member or not) as its representative to exercise all or any of the powers the Corporation may exercise:
 - i. at a meeting of Members; or
 - ii. relating to resolutions to be passed without a meeting of Members.
- b. A Representative may be appointed for any number of, or all, meetings of Members.
- c. A Corporation may appoint more than one Representative but only one Representative may exercise that Corporation's powers at any one time.

17.2. Powers

- a. The appointment of a Representative by a Corporation may set out restrictions on the Representative's powers.
- b. Unless otherwise specified in the appointment, a Representative acting in accordance with his or her authority is, until the appointment is revoked by the Corporation, entitled to exercise the same powers on behalf of the Corporation as the Corporation could exercise at a meeting or in voting on a resolution.

17.3. Evidence of appointment or revocation

A certificate

- a. under the seal (if any) of the Corporation;
- b. signed by 2 directors of the Corporation (or where the Corporation has only one director, signed by that director); or
- c. signed by one director and one secretary of the Corporation,

or any other document as the chairman of the meeting in his or her sole discretion considers sufficient, will be prima facie evidence of the appointment, or of the revocation of the appointment, as the case may be, of a Representative.

18. Directors

18.1. Number of Directors

- a. Subject to Articles 18.1(b) and 18.1(c), the Committee must at all times have such number of directors as the Directors determine, being a number not less than a minimum of 6 and not more than a maximum of 12.

- b. The Directors cannot reduce the number of Directors below the number in office at the time of any determination under Article 18.1(a).
- c. The Committee in general meeting may increase or reduce the maximum or minimum number of Directors by ordinary resolution, but the minimum cannot be less than 3.
- d. If the number of Directors is below the minimum fixed by this Constitution, the Directors may act only:
 - i. to appoint one or more directors in order to make up a quorum for a meeting of Directors;
 - ii. to call and arrange to hold a meeting of Members; or
 - iii. in emergencies.

18.2. Appointment of Directors

- a. Subject to Article 18.1 and the *Corporations Act*, the Directors may appoint as a Director any Member who is an individual.
- b. Subject to Article 18.1 and the *Corporations Act*, the Committee in general meeting may by ordinary resolution appoint as a Director any Member who is an individual.
- c. The Committee must hold an election of Directors each year.
- d. The Committee must accept nominations for the election of a Director:
 - i. in the case of a meeting of Members called under Article 13.2, 20 Business Days; or
 - ii. otherwise, 25 Business Days,

before the date of the meeting of Members at which the Director may be elected.

- e. A nomination of a person for Director (other than a Director retiring in accordance with this Constitution) must be by a notice in writing signed by a Member entitled to attend and vote at the meeting of Members at which the election is proposed, and be accompanied by a notice in writing signed by the nominee consenting to the nomination.
- f. Subject to Article 18.1, and the *Corporations Act* the Directors may appoint one or more Executive Officers to be Directors.

18.3. Retirement of Directors and Vacation of office

- a. Articles 18.3(b), 18.3(c), 18.3(d) and 18.3(i) do not apply to an Executive Officer, who is a Director.
- b. Subject to Article 18.3(i), a Director must retire from office no later than the longer of:
 - i. the third annual general meeting; or
 - ii. 3 years,

following that Director's last election or appointment, and is eligible for re-election.

- c. If the Committee has 3 or more Directors, one third of the Directors (rounded down to the nearest whole number) must retire at each annual general meeting, and is eligible for re-election.
- d. If the Committee has less than 3 Directors, one Director must retire at each annual general meeting, and is eligible for re-election.
- e. When determining those Directors to retire under Article 18.3(c) or Article 18.3(d), account will not be taken of any Director retiring under Article 18.3(i).
- f. The Directors to retire under Articles 18.3(c) and 18.3(d) are:
 - i. those who have held their office as Director the longest period of time since their last appointment to that office; and
 - ii. if two or more Directors have held office for the same period of time, those Directors determined by lot, unless those Directors agree otherwise.

- g. A Director may resign from office by giving the Committee notice in writing.
- h. Subject to the *Corporations Act*, the Committee in general meeting convened on Prescribed Notice may by ordinary resolution remove any Director, and if thought fit, appoint another person in place of that Director.
- i. A Director appointed under Article 18.2(a) must retire at the next annual general meeting of the Committee and is eligible for re-election at that meeting.
- j. A Director ceases to be a Director if:
 - iii. the Director becomes of unsound mind or a person whose property is liable to be dealt with under a law about mental health;
 - iv. the Director is absent without the consent of the Directors from all meetings of the Directors held during a period of 6 months and the other Directors resolve that his or her office be vacated;
 - v. the Director resigns or is removed under this Constitution;
 - vi. the Director is an Executive Director and ceases to be an employee of the Committee or of a related body corporate of the Committee;
 - vii. the Director becomes an insolvent under administration; or
 - viii. the Corporations Act so provides; and
 - ix. in the case of an Executive Officer who has been appointed a Director under Article 18.2(f), the Directors so resolve.

19. Powers of committee and its directors

19.1. Directors have powers of the Committee

- a. The business of the Committee is to be managed by or under the direction of the Directors.
- b. The Directors may exercise all the powers of the Committee and do all such acts and things which the Committee is authorised or permitted to exercise and do and which are not by this Constitution or by statute directed or required to be exercised or done by the Committee in general meeting.
- c. The operation and effect of this Article 19.1 are not limited in any way by the following provisions of this Article 19.

19.2. Directors may exercise Committee's power to borrow

The Directors may exercise all the powers of the Committee to:

- a. borrow or raise money;
- b. charge any property or business of the Committee;
- c. issue Debentures or give any other security for a debt, liability or obligation of the Committee or of any other person; and
- d. guarantee or become liable for the payment of money or the performance of any obligations by any other person.

19.3. Directors may exercise power to give security

The Directors may exercise the powers conferred on them by Article 19.2 in such manner and upon such terms and conditions in all respects as the Directors think fit, and in particular but without limiting the generality of the foregoing, by the issue of any Debenture on the whole or any part of the property of the Committee (both present and future).

19.4. Terms of Debentures

Any Debentures may be issued by the Committee at a discount, premium or otherwise and with any special privileges as to redemption, surrender, drawings, conversion, attending and voting at meetings of Members, appointment of Directors or any other matter.

19.5. Assignability of Debentures

Debentures issued or given by the Committee may be made assignable free from any equities between the Committee and the person to whom the Debentures may be issued.

19.6. Commission on issue of Debentures

The Committee may pay a commission to a person in respect of that person or another person agreeing to subscribe for any Debentures of the Committee.

19.7. Security from Committee for Directors

If:

- a. the Directors or any of them; or
- b. any other person,

become or are about to become personally liable for the payment of any sum due from the Committee, the Directors may execute or cause to be executed any mortgage, charge, bill of sale or security over or affecting the whole or any part of the assets of the Committee in order to secure the Directors or persons so becoming liable from any loss in respect of such liability.

19.8. Directors may appoint attorney or agent

- a. The Directors may, by resolution, power of attorney, or other written instrument, appoint any person or persons, to be attorney or agent of the Committee:
 - i. for any purposes;
 - ii. with any powers, authorities and discretions being powers, authorities and discretions vested in or exercisable by the Directors;
 - iii. for any period; and
 - iv. subject to any conditions,

as the Directors think fit.

- b. An appointment under Article 19.8(a) may:
 - i. be on such terms for the protection and convenience of persons dealing with the attorney or agent as the Directors think fit; and
 - ii. authorise the attorney or agent to delegate all or any of the powers, authorities and discretions vested in the attorney or agent.

19.9. Execution of negotiable instruments

All cheques, promissory notes, banker's drafts, bills of exchange and other negotiable instruments signed, drawn, accepted, endorsed or otherwise executed by the Committee, and all receipts for money paid to the Committee, will be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in the manner and by the persons as the Directors determine.

20. No remuneration of Directors

20.1. No fees for Directors

- a. The Committee must not pay or provide any fees or other benefits to a Director for performing that person's duties and responsibilities as a Director.
- b. The Committee must not pay any amount (including under Article 20.3) to a Director unless that payment has been approved by the Directors.

20.2. No Payments on retirement, loss of office or death of Director

The Committee must not pay any amount or provide any other benefit to any person in connection with the loss by a person of office as a Director whether by reason of death, retirement, removal or otherwise.

20.3. Payment of Directors' expenses

The Committee will pay all reasonable travelling, accommodation and other expenses incurred by a Director in consequence of his or her attendance at meetings of Directors and otherwise in the execution of his or her duties as a Director.

21. Directors' contracts with committee

21.1. Director may not hold other office of profit

A Director may not hold any other office or place of profit in the Committee in conjunction with the office of Director, other than an Executive Director in respect of the Executive Director's employment by the Committee or by related body corporate of the Committee.

21.2. When Director may vote

- a. A Director who has an interest in a matter that is being considered at a meeting of Directors may not vote, be present or be counted in a quorum at that meeting in relation to that matter.
- b. No act of the Committee is invalid or voidable by reason only of a failure of a Director to comply with a prohibition on voting, whether imposed by the *Corporations Act* or otherwise, in relation to a matter in which the Director is interested.

21.3. Director may act in professional capacity

Subject to the *Corporations Act* and with the approval of the Directors:

- a. any Director may act by himself or herself or the Director's firm may act in a professional capacity for the Committee or any other Corporation in which the Committee is a shareholder or is otherwise interested; and
- b. that Director and that Director's firm will be entitled to remuneration for professional services as if that Director were not a Director,

but nothing in this Article 21.3 authorises a Director or that Director's firm to act as an auditor of the Committee.

21.4. Director may affix Seal notwithstanding interest

Notwithstanding that a Director is interested in a contract or arrangement, that Director may be appointed as the Director to sign on behalf of the Committee or in whose presence the Seal is to be affixed to any instrument to which the interest relates.

21.5. Disclosure of interest

- a. A Director who is in any way, whether directly or indirectly, interested in a matter in which the Committee has an interest will declare the nature of the interest at a meeting of the Directors as soon as practicable after the relevant facts have come to the Director's knowledge.
- b. For the purposes of Article 21.5(a), a general notice given to the Directors by a Director to the effect that the Director is an officer or member of a specified Corporation or a member of a specified firm or is otherwise interested in any Corporation or firm and is to be regarded as interested in any matter, after the date of the notice, in which that Corporation or firm may have an interest, will be deemed to be a sufficient declaration of interest in relation to the matter if:
 - i. the notice states the nature and extent of the Director's interest in the Corporation or firm;
 - ii. when the matter is first considered, the extent of the Director's interest in the Corporation or firm is not greater than is stated in the notice; and
 - iii. the notice is given at a meeting of the Directors or the Director takes reasonable steps to ensure that it is brought up and read at the next meeting of the Directors after it was given.

- c. It is the duty of a Director who holds any office or possesses any property the holding of which office or the possession of which property might, whether directly or indirectly, create duties or interests in conflict with the duties or interests as a Director of the Committee of that Director to declare the fact of his or her holding such office or possessing such property and the nature, character and extent of the conflict:
 - i. if that Director was not a Director at the time he or she commenced to hold such office or possess such property, at the first meeting of Directors held after that Director was appointed as a Director; or
 - ii. if otherwise, at the first meeting of Directors held after that Director commenced to hold such office or possess such property.

21.6. Record of disclosures by Directors

It is the Secretary's duty to record in the minutes any disclosure given by a Director under this Article 21.5.

22. Proceedings of directors

22.1. Meetings of Directors

The Directors may hold meetings, adjourn and otherwise regulate their meetings as they think fit.

22.2. Quorum for meetings of Directors

- a. The Directors may determine the quorum necessary for the transaction of business.
- b. Until otherwise determined, a quorum for the purpose of considering a matter at a meeting will be 3 persons, each of whom is:
 - i. a Director; and
 - ii. entitled to vote on a motion that may be moved in relation to such matter at that meeting.
- c. A meeting of the Directors during which a quorum is present is competent to exercise all or any of the authorities, powers and discretions under this Constitution for the time being vested in or exercisable by the Directors generally.
- d. Where a quorum cannot be established for a meeting of Directors (or consideration of a particular matter) a Director may convene a general meeting of Members to deal with the matter or the matters in question.
- e. The Directors do not need to be present in the same place to satisfy the quorum requirement.

22.3. Calling meetings of Directors

A Director may at any time, and the Secretary will on the request of a Director, call a meeting of the Directors.

22.4. Notice of meetings of Directors

- a. Notice of every Directors meeting must be given to each Director.
- b. Notice of a meeting of Directors may be given:
 - iii. in writing, by electronic mail to an electronic address or by any Technology; and
 - iv. provided it accords with Article 22.4(b)(1), in different ways to different Directors.
- c. If notice of a meeting of Directors cannot be given to a particular Director in accordance with Article 22.4(b), written notice served on:
 - v. the usual residential address of that person;
 - vi. the alternative address of that person notified under the *Corporations Act*; or
 - vii. such other address (including an electronic address) provided to the Committee by that person for the purpose of serving notice on that person,

will constitute notice to that person of that meeting for the purposes of this Article 22.4.

22.5. Meetings by using Technology

- a. Without limiting the discretion of the Directors to regulate their meetings under Article 22.1, the Directors may, if they think fit, confer by any Technology.
- b. Notwithstanding that the Directors are not present together in one place at the time of the conference, a resolution passed by the conference will be deemed to have been passed at a meeting of the Directors held on the day on which and at the time at which the conference was held.
- c. The provisions of this Constitution relating to proceedings of Directors apply to the conference to the extent that they are capable of applying, and with the necessary changes.
- d. A Director present at the commencement of the conference will be conclusively presumed to have been present and, subject to other provisions of this Constitution, to have formed part of the quorum throughout the conference.
- e. Any minutes of a conference of the type referred to in Article 22.5(a) purporting to be signed by the chairman of that conference or by the chairman of the next succeeding meeting of Directors will be sufficient evidence of the observance of all necessary formalities regarding the convening and conduct of the conference.
- f. When, by the operation of Article 22.5(b), a resolution is deemed to have been passed at a meeting of the Directors, that meeting will be deemed to have been held at such place as is determined by the chairman of the relevant conference, provided that at least one of the Directors who took part in the conference was at that place for the duration of the conference.

22.6. Votes at meetings of Directors

Motions and resolutions arising at any meeting of the Directors will be decided by a majority of votes and, subject to the provisions of Article 21, each Director has one vote.

22.7. Casting vote for chairman of Directors

Subject to the *Corporations Act*, in case of an equality of votes the chairman of a meeting of Directors will have a casting vote in addition to any vote he or she has in his or her capacity as a Director.

22.8. Chairman and deputy chairman of Directors

- a. The Directors may elect a Chairman of Directors
- b. The Directors may also elect a deputy chairman who, in the absence of the chairman at a meeting of the Directors, may exercise all the powers and authorities of the chairman.
- c. If:
 - viii. No chairman or deputy chairman is elected; or
 - ix. At any meeting the chairman or deputy chairman is not present within half an hour of the time appointed for holding the meeting or is not willing to act as chairman for all or part of that meeting,

the Directors present will choose one of their number to be chairman of that meeting or part of that meeting (as the case may be).

- d. The Directors may determine the period for which a person elected as chairman or deputy chairman is to hold office.
- e. If the Directors do not make a determination under Article 22.8(d), the person concerned will hold office until otherwise resolved by the Directors or until the person ceases to be a Director.
- f. If the Directors do make a determination under Article 22.8(d), the person concerned will hold office until the first to occur of:
 - x. the expiration of that period;
 - xi. the person ceasing to be a Director; or

- xii. the Directors at any time during that period resolving that the person will from that time cease to hold that office.
- g. When a Director who is the chairman or deputy chairman retires at a general meeting and is re-appointed or re-elected as a Director at that meeting, that chairman or deputy chairman will not by that fact alone cease to be the chairman or deputy chairman as the case may be.

22.9. Committees of Directors

- a. The Directors may:
 - i. delegate any of their powers to committees consisting of one or more Members as they think fit; and
 - ii. revoke that delegation.
- b. A committee will conform to any directions and regulations that may be imposed upon it by the Directors in the exercise of its powers.
- c. So far as they are capable of application and with the necessary changes, the provisions of the Constitution for regulating the meetings and proceedings of the Directors govern the meetings and proceedings of committees of 2 or more members to the extent that the same are consistent with any directions and regulations made by the Directors.
- d. Where a committee consists of 2 or more members, a quorum will be any 2 members or a larger number as the committee itself determines.

22.10. Defects in appointment or qualifications of Director

All acts:

- a. done at any meeting of the Directors; or
- b. of a committee of Directors; or
- c. by any person acting as a Director,

will be as valid as if every such person or committee had been duly appointed and every Director was qualified and entitled to vote, notwithstanding that it is afterwards discovered that:

- d. there was some defect in the appointment of a Director or of the committee or of the person acting; or
- e. any Director was disqualified or not entitled to vote.

22.11. Written resolutions of Directors

- a. If all of the Directors have signed a document containing a statement that they are in favour of a resolution of the Directors in terms set out in the document, a resolution in those terms will be deemed to have been passed at a meeting of the Directors held on the day on which and at the time at which the document was last signed by a Director.
- b. For the purposes of this Article 22.11:
 - i. 2 or more separate documents containing statements in identical terms each of which is signed by one or more Directors will together be deemed to constitute one document containing a statement in those terms signed by the Directors;
 - ii. a reference to all the Directors does not include a reference to a Director who, at a meeting of Directors, would not be entitled to vote on the resolution; and
 - iii. any document so signed by a Director may be received by the Committee at the Office (or other place agreed by the Directors) by post, by facsimile or other Technology which displays the Director's signature or by delivery (personal or otherwise).

23. Minutes

23.1. Minutes of all proceedings to be kept

The Directors will cause minutes of:

- a. all proceedings and resolutions of meetings of Members;
- b. all proceedings and resolutions of meetings of the Directors, including meetings of committees of Directors;
- c. all resolutions passed by Members without a meeting; and
- d. all resolutions passed by the Directors without a meeting of Directors in accordance with Article 22.11,

to be duly entered in books kept for that purpose in accordance with the *Corporations Act*.

23.2. Minutes to be signed

- a. The Directors will cause the minutes referred to in Articles 23.1(a) and 23.1(b) to be signed by:
 - i. the chairman of the meeting at which the proceedings took place or at which the resolutions were proposed; or
 - ii. the chairman of the next meeting.
- b. The Directors will cause the minutes referred to in Article 23.1(c) to be signed by a Director within a reasonable time after the resolution the subject of that minute is passed.

23.3. Minutes to be presumed accurate

Where the minutes referred to in Article 23.2 are signed in accordance with that Article, those minutes will be presumed to be an accurate record of the relevant proceedings and resolutions unless the contrary is proved.

23.4. Inspection of minutes of meetings of Members

Books containing the minutes of proceedings of meetings of Members will be open for inspection by any Member without charge.

24. Secretary

24.1. Appointment and removal of Secretary

- a. A Secretary or Secretaries will be appointed by the Directors in accordance with the *Corporations Act* for the term, at the remuneration and on the conditions as the Directors think fit.
- b. Any Secretary appointed pursuant to Article 24.1(a) may be removed by the Directors.

24.2. Acting Secretary

The Directors may appoint a person as an acting Secretary or as a temporary substitute for a Secretary who, for the purposes of this Constitution, will be deemed to be a Secretary.

25. Execution of documents

25.1. Custody and use of Seal

- a. The Directors may provide a Seal and, if so, will provide for the safe custody of that Seal.
- b. The Seal will only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf.

25.2. Execution with a Seal

if the Committee has a Seal, it may execute a document if the Seal is fixed to the document and the fixing of the Seal is witnessed by 2 Directors, a Director and a Secretary, or a Director and another person appointed by the Directors for that purpose.

25.3. Execution without the Seal

The Committee may execute a document without using the Seal if the document is signed by 2 Directors, a Director and a Secretary, or a Director and another person appointed by the Directors for that purpose.

25.4. Facsimile signature on Certificates

The Directors may determine:

- a. either generally or in a particular case; and
- b. in any event, subject to such conditions as the Directors think fit,

that wherever a Certificate require a signature, that requirement will be satisfied by a facsimile of the signature affixed by mechanical or other means.

25.5. Effect of execution

Any instrument executed in accordance with this Article 25 if issued for valuable consideration will be binding on the Company notwithstanding any irregularity touching the authority of the Directors to issue the same, or the circumstances of its issue.

26. Accounts

26.1. Committee to keep accounts

The Committee will keep all accounting and other records of the business of the Committee as it is required to keep by the *Corporations Act*.

26.2. Financial report to be laid before annual general meeting

At the annual general meeting in every year (if any), the Directors will, if required by the *Corporations Act*, lay before the meeting:

- a. the financial report for the last financial year of the Committee that ended before that meeting; and
- b. any other accounts, reports and statements as are required by the *Corporations Act*.

26.3. Copy of accounts to be sent

Subject to the *Corporations Act*, a copy of the financial report and other reports referred to in Article 26.2 must be sent to Members and other persons entitled to receive them as required by the *Corporations Act*.

26.4. Accounts conclusive

- a. The financial report of the Committee when:
 - i. audited; and
 - ii. if required to be laid before a general meeting of the Committee, approved or received by that general meeting,

will be conclusive except as regards any material error discovered in it within 3 months after its approval or receipt (if any).

- b. Whenever any material error is discovered within the 3 month period referred to in Article 26.4(a), the financial report will be corrected immediately and then it will be conclusive.

27. Auditors: appointment and removal

The auditors of the Committee will:

- a. be appointed and may be removed as provided in the *Corporations Act*; and
- b. perform the duties and have the rights and powers as may be provided in the *Corporations Act*.

28. Secrecy

28.1. Members not entitled to discovery

- a. The Directors will determine whether and to what extent, at what time and place, and under what conditions, the accounting records and other documents of the Committee will be open to the inspection of Members other than Directors.
- b. Subject to the *Corporations Act*, a Member not being a Director does not have the right, but may in the absolute discretion of the Directors be authorised, to inspect or to require or receive any information, or to require discovery of any record or document of the Committee or any information respecting any detail of the Committee's trading or business, or any matter which is or may be in the nature of a trade secret, confidential information, mystery of trade or secret process which may relate to the conduct of the business of the Committee.

28.2. Officers of Committee not to disclose information

- a. Every Director, Secretary, auditor, trustee, member of a committee, agent accountant or other Officer or employee is bound to observe secrecy with respect to all transactions of the Committee with its customers, the state of the account of any individual, and all related matters.
- b. If required by the Directors, every such person will, before commencing that person's duties or employment or at any time afterwards, sign and make a declaration in a book to be kept for that purpose that they will not reveal or make known any of the matters, affairs or concerns which may come to their knowledge as Director, Secretary, auditor, trustee, member of a committee, agent, accountant or other Officer or employee and whether relating to transactions of the Committee with its customers or the state of the account of any individual or to anything else, to any person or persons except:
 - iii. in the course and in the performance of their duties; or
 - iv. under compulsion or obligation of law; or
 - v. when officially required so to do by the Directors or by the auditors for the time being, or by any general meeting of Members.

29. Notices

29.1. Method of service of notices

A notice may be served by the Committee on a Recipient by:

- a. serving it personally on the Recipient;
- b. leaving it at the Address of the Recipient;
- c. sending it by post addressed to the Recipient at the Address of the Recipient; or
- d. sending it to a facsimile number or electronic address (if any) nominated by the Recipient for the purpose of serving notices on the Recipient.

29.2. Notices to overseas members without Australian address

If the address of a Member in the Register is not within Australia, all notices to that Member will be posted by air-mail, or sent by facsimile transmission or air courier.

29.3. Notice by advertisement

Any notice by a court of law or otherwise required or allowed to be given by the Committee to the Members or any of them by advertisement will unless otherwise stipulated be sufficiently advertised if advertised once in a daily newspaper circulating in the states and territories of Australia.

29.4. Time of service by post

- a. Any notice sent by post, air-mail or air courier will be deemed to have been served on the day following that on which the letter, envelope or wrapper containing the notice is posted or delivered to the air courier.
- b. In proving service of any notice it will be sufficient to prove that the letter, envelope or wrapper containing the notice was properly addressed and put into the post office or other public postal receptacle or delivered to the air courier.
- c. A certificate in writing signed by any manager, Secretary or other Officer of the Committee that the letter envelope or wrapper containing the notice was so addressed and posted is conclusive evidence thereof.

29.5. Time of service by facsimile transmission

Any notice sent by facsimile transmission will be deemed to have been served on receipt by the Committee of a transmission report confirming successful transmission.

29.6. Signatures on notices

The signature to any notice to be given by the Committee may be written or printed or a facsimile of it may be affixed by mechanical or other means.

29.7. Calculation of notice period

Where a period of notice is required to be given, the day on which the notice is dispatched and the day of doing the act or other thing will not be included in the number of days or other period.

30. Rules

30.1. Directors may make rules

The Directors may make rules, not inconsistent with this Constitution, for or with respect to any matters necessary or expedient for carrying out the objects of the Committee or for the regulation of its affairs.

30.2. Rules may be altered

Any rule made under Article 30.1 may, from time to time, be altered, revoked or replaced by the Directors.

30.3. Rules may be disallowed by general meeting

Any rule made by the Directors may be disallowed by the Members in general meeting.

30.4. Rules disallowed by Members not to invalidate prior act

No act done pursuant to any rule will be invalidated by the subsequent disallowance of the rule by the Members.

31. Branches

31.1. Establishment of branches

The Directors may approve the establishment of one or more branches in each state and territory of Australia to be responsible for carrying out the activities of the Committee in such geographical areas as the Directors may determine.

31.2. Rules for operation of branches

The Directors may, from time to time, make rules to regulate the operation of the branches.

32. Compliance with legislation regulating charities and charitable fund-raising

32.1. Compliance with legislation

The Committee will comply with the applicable provisions of legislation regulating charities and charitable fund-raising in each state and territory of Australia.

33. Winding up

33.1. Winding up or revocation of endorsement

On the first occurrence of either:

- a. a winding up of the Committee; or
- b. the revocation of the Committee's endorsement as a deductible gift recipient under Division 30 of the *Income Tax Assessment Act 1997 (Cth)* (or any successive legislation),

the liquidator or Committee must give or transfer any surplus assets of the Committee remaining after the payment of all expenses and liabilities attributable to the Committee to one or more entities, funds, authorities or institutions:

- vi. having objects similar to those of the Committee;
- vii. whose constitution prohibits the distribution of its or their income or property to no lesser extent than that imposed on the Committee pursuant to Article 6; and
- viii. gifts of money or property to which are tax deductible under the *Income Tax Assessment Act 1997 (Cth)* (or any successive legislation).

33.2. Court Orders to Gift or Transfer

If the liquidator or Committee defaults in the making of a gift or transfer of the surplus in accordance with Article 33.1 or is unable to give effect to the provisions of Article 33.1, the surplus must be distributed in accordance with orders made by the Supreme Court of New South Wales sitting in its Equity Division (or by such other Court as may have or acquire jurisdiction in the matter) to give or transfer any surplus assets of the Committee in accordance with Article 33.1.

34. Indemnities and insurance

34.1. Indemnity against liabilities

To the extent permitted by law, the Committee:

- a. indemnifies every person who is, or has been, a Director or Secretary; and
- b. may, by deed, indemnify or agree to indemnify a person who is, or has been, an Officer of a Group Company,

against a liability incurred by that person in his or her capacity as such a Director, Secretary or Officer provided that liability is not an Excluded Liability.

34.2. Indemnity for legal costs

To the extent permitted by law, the Committee:

- a. indemnifies every person who is, or has been, a Director or Secretary; and
- b. may, by deed, indemnify or agree to indemnify a person who is, or has been, an Officer of a Group Company,

against legal costs and expenses (other than Excluded Legal Costs) incurred by that person in defending Proceedings for a liability incurred by that person in his or her capacity as such a Director, Secretary or Officer.

34.3. Payments for legal costs

To the extent permitted by law, the Committee may make a payment (either by way of advance, loan or otherwise) to a person who is a Director or Secretary for the legal costs and expenses incurred by that person in defending Proceedings for a liability incurred by that person in his or her capacity as a Director or Secretary provided that:

- a. the legal costs and expenses are not Excluded Legal Costs at the time the payment is made; and

- b. the person is obliged to repay the legal costs and expenses to the extent that they become Excluded Legal Costs.

34.4. Insurance

To the extent permitted by law, the Committee may pay, or agree to pay, a premium for a contract insuring a person who is, or has been, an Officer of a Group Company against a liability:

- a. incurred by that person:
 - i. in his or her capacity as an Officer of a Group Company;
 - ii. in the course of acting in connection with the affairs of a Group Company; or
 - iii. otherwise arising out of the person holding office as an Officer of a Group Company,

provided that the liability does not arise out of:

- iv. conduct involving a wilful breach of duty in relation to a Group Company; or
 - v. a contravention of sections 182 or 183 of the Corporations Act; or
- b. for legal costs and expenses incurred by that person in defending or resisting Proceedings, whatever their outcome.

