



For a healthier rural PNG

Constitution

Australian Doctors International Ltd
ACN 659 534 808

Approved by Members at the AGM on 12 December 2024.

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Preliminary

1. Defined terms

1.1 In this Constitution unless the contrary intention appears:

ACNC Act means the *Australian Charities and Not for Profits Commission Act 2012* (Cth), or any other legislation relating to the establishment or operation of an Australian charities commission and/or a national regulatory framework and/or a national education body or otherwise for the not for profit sector, as modified or amended from time to time and includes any regulations made under that Act or any other such legislation and any rulings or requirements of the Commissioner of the Australian Charities and Not for profits Commission under that Act, or any commissioner or body under any other such legislation, having application to the Company.

Applicable Not for Profit Law means any law relating to the regulation of charities or not for profit entities applicable to the Company, including the *ACNC Act*, the *Charities Act*, each *Charitable Fundraising Act*, the *Tax Act*, section 150 of the *Corporations Act* and any Rulings or requirements of any commissioner or body under any such law, having application to the Company.

Auditor means the Company's auditor.

Charitable Fundraising Act means the legislation of any State or Territory of Australia, or the Commonwealth of Australia, regulating the raising of funds for charitable purposes and applicable to the Company, which may include, relevantly, *Charitable Fundraising Act 1997* (NSW).

Charities Act means the *Charities Act 2013* (Cth).

Company means Australian Doctors International Ltd ACN 659 534 808.

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

Corporations Act means the *Corporations Act 2001* (Cth) as modified or amended from time to time and includes any regulations made under that Act and any exemption or modification to that Act applying to the Company.

Director includes any person occupying the position of director of the Company.

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

Full Member means a member under clause 8.4 **Full Membership** has the corresponding meaning.

Honorary Member means a member under clause 8.5. **Honorary Membership** has the corresponding meaning.

Management Director has the meaning given by clause 51.1 (being a Director appointed to any management position or office in the Company other than auditor).

Member means a member under clause 8 (and in clauses 18, 19 and 24, Member includes a Member present in person or by proxy or Representative).

Personnel means any employee, agent, contractor or subcontractor of the Company.

Register means the register of Full Members and Honorary Members of the Company.

Registered Entity means a body corporate registered under the *ACNC Act*.

Representative means a person appointed by a Full Member or Honorary Member to act as that Member's representative under clause 30.

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

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

Tax Act means the *Income Tax Assessment Act 1997* (Cth) as modified or amended from time to time and includes any regulations made under that Act and any rulings or requirements of the Commissioner of Taxation of the Commonwealth of Australia having application to the Company.

- 1.2 In this Constitution, except where the context otherwise requires, an expression in a clause of this Constitution has the same meaning as in the Corporations Act. Where the expression has more than one meaning in the Corporations Act and a provision of the Corporations Act deals with the same matter as a clause of this Constitution, that expression has the same meaning as in that provision.

2. Interpretation

- 2.1 In this Constitution, except where the context otherwise requires:
- (a) the singular includes the plural and vice versa, and a gender includes other genders;
 - (b) another grammatical form of a defined word or expression has a corresponding meaning;
 - (c) a reference to a clause, paragraph, schedule or annexure is to a clause or paragraph of, or schedule or annexure to, this Constitution, and a reference to this Constitution includes any schedule or annexure;
 - (d) a reference to a document or instrument includes the document or instrument as novated, altered, supplemented or replaced from time to time;
 - (e) a reference to a statute, ordinance, code or other law includes regulations and other instruments under it and consolidations, amendments, re-enactments or replacements of any of them;
 - (f) a reference to A\$, dollar or \$ is to Australian currency;
 - (g) the meaning of general words is not limited by specific examples introduced by including, for example or similar expressions; and
 - (h) a reference to applicable law includes the applicable law and any applicable authorisation or licence granted thereunder.
- 2.2 Headings are for ease of reference only and do not affect interpretation.

3. Application of the Corporations Act and replaceable rules

- 3.1 To the extent permitted by law, the replaceable rules in the Corporations Act do not apply to the Company.
- 3.2 To the extent of any inconsistency between this Constitution and the Corporations Act (and, while the Company is a Registered Entity, the ACNC Act), the Corporations Act and ACNC Act (as applicable) will prevail, subject to clause 3.1 and except to the extent the inconsistency arises in respect of a Corporations Act provision that does not apply to the Company while it is a Registered Entity.

4. Objects

- 4.1 The Company is a not-for-profit, non-government, public benevolent institution with no religious or political affiliations, formed voluntarily for the common purpose of providing developmental aid.
- 4.2 The objects of the Company, as a public benevolent institution are to undertake the following in Papua New Guinea (and any other countries in the Asia Pacific region as deemed appropriate by the Board):
- (a) deliver, strengthen and provide access to primary health services to rural and remote communities;
 - (b) reduce preventable diseases through public health programs and/or health education and/or health promotion;
 - (c) increase the capacity of health workers to manage and deliver primary health services through training and education;
 - (d) track progress in health indicators as a result of the Company's activities through the use of a structured monitoring and evaluation framework;
 - (e) continue to be a leading non-government organisation professional provider of high quality primary health care, public health programs and/or health education and/or health promotion, seeking always to increase public awareness of its work and continual improvement through ongoing rigorous evaluation of programs and activities;
 - (f) operate and maintain a public fund to be known as the 'ADI Relief Fund' (**Public Fund**);
 - (g) raise funds and seek donations of goods and services from the public and volunteers to support the overall objects of the Company; and
 - (h) do all things that are incidental or ancillary to the attainment of the above objects.
- And for the avoidance of doubt and for the purpose of section 150(1)(a) of the Corporations Act, it is confirmed that this Constitution requires the Company to pursue charitable purposes only and to apply its income in promoting those purposes.
- 4.3 The Company may only exercise the powers in section 124(1) of the Corporations Act to:
- (a) carry out the objects in this clause; and
 - (b) do all things incidental or convenient in relation to the exercise of power under clause 4.3(a).

Income and property of Company

5. Income and property of Company

- 5.1 The income and property of the Company will only be applied towards the promotion of the objects of the Company set out in clause 4, and the Company will not be carried on for the profit or gain of the Members, neither while it is operating nor on a winding up.
- 5.2 No income, profits or assets (whether in money, property or other benefits) will be paid, distributed or transferred directly or indirectly to any Member of the Company except, subject to clause 48, for payments to a Member as genuine compensation for services provided to, or reasonable expenses incurred on behalf of, the Company, or such other payments, distributions or transfers as may be permitted by the Applicable Not for Profit Laws.

6. Receipts

- 6.1 If the Company accepts a gift, contribution or donation of money or property, the Company must issue receipts if and as required by, and otherwise comply with, all applicable laws in relation to any such gift, contribution or donation, including without limitation the Applicable Not for Profit Laws.
- 6.2 The Company may seek gifts, contributions or donations of money or property from the public.

7. Public Fund

- 7.1 The Company will establish and maintain the Public Fund for the principal purpose of, and in accordance with the objects of the Company set out in clause 4, providing relief to Papua New Guinea (and any other countries in the Asia Pacific region as deemed appropriate by the Board), being countries declared by the Minister for Foreign Affairs as developing countries. In this regard:
- (a) the purpose of the Public Fund is to solicit and receive gifts and deductible contributions towards the carrying out of the objects of the Public Fund;
 - (b) gifts and deductible contributions will be deposited into one or more separate accounts for the Public Fund, which will be kept separate from any other funds of the Company and must only include any money or property which is a gift or deductible contribution to the Public Fund or which is received because of such gifts or deductible contributions, including interest received on any monies in the accounts;
 - (c) investment of any monies in the Public Fund will be made in accordance with the guidelines for public funds as specified by the Tax Act;
 - (d) all receipts for gifts and deductible contributions to the Public Fund must be issued in the name of the Public Fund and must state:
 - (i) the name of the Public Fund on behalf of the Company;
 - (ii) that the receipt is for a gift made to the Public Fund;
 - (iii) the Australian Business Number of the Company; and
 - (iv) any other matter required to be included on the receipt pursuant to the requirements of the Tax Act;
 - (e) if the Company accepts a gift, the Company must, in addition to giving the donor a receipt, otherwise comply with all applicable laws in relation to any such donation, including without limitation the provisions of section 30-228 of the Tax Act and the provisions of the Applicable Not for Profit Laws;
 - (f) the general public will be invited to make gifts to the Public Fund to be used for the purpose of carrying out the objects of the Public Fund;
 - (g) the Public Fund will be administered by a management committee and the Directors or board members must ensure that the majority of the management committee, are persons who, having regard to their occupation or standing in the community, have a degree of responsibility to the general community as distinct from obligations solely in regard to the objectives of the Company;
 - (h) the assets and income of the Public Fund shall be applied solely in furtherance of the objects of the Public Fund and no money, funds or property in the Public Fund will be distributed to Members or office bearers of the Company, except as reimbursement of out-of-pocket expenses incurred on behalf of the Company in relation to the Public Fund or as bona fide compensation for services rendered;

- (i) the Australian Taxation Office will be notified of any proposed amendments or alterations to provisions for the Public Fund, to assess the effect of any amendments on the Public Fund's continuing deductible gift recipient status for the purposes of the Tax Act;
- (j) if upon the winding-up or dissolution of the Public Fund, or if its endorsement as a deductible gift recipient is revoked, there remains, after satisfaction of all its debts and liabilities, any money, funds or property in the Public Fund the money, property or funds shall not be paid to or distributed among the Members, but shall be given or transferred to some other fund, authority or institution with objects similar to the objects of the Public Fund and to which income tax deductible gifts can be made under Subdivision 30-B of the Tax Act.

Membership

8. Admission

- 8.1 The number of Members with which the Company proposes to be registered is unlimited.
- 8.2 Subject to this Constitution and applicable law (including the Corporations Act), the Directors may from time to time determine, vary and replace:
 - (a) the classes of membership of the Company (including the rights attaching, or not attaching, to a particular class of membership) provided that such a determination, variation or replacement will have no effect unless and until it is approved by a resolution of the Company passed in general meeting by not less than a majority of the Members entitled to vote at the meeting; and
 - (b) the qualifications for admission, and continued membership, in a particular class of membership (including any membership fees payable on application or on a periodic basis).
- 8.3 The membership of the Company consists of the following classes of Members:
 - (a) Full Members, who are entitled to vote; and
 - (b) Honorary Members, who are entitled to vote.
- 8.4 The Full Members of the Company are:
 - (a) any corporations, organisations or natural persons aged 18 years or older who have consented to be a Full Member; and
 - (b) any Directors of the Company;

who are admitted to Full Membership in accordance with this Constitution, and whose membership has not ceased pursuant to clause 12.
- 8.5 The Honorary Members of the Company are:
 - (a) natural persons, corporations or organisations who, in the opinion of the Directors, have made, or are making, a significant contribution towards the Company achieving its objects; and
 - (b) who are admitted to Honorary Membership in accordance with this Constitution, and whose membership has not ceased pursuant to clause 12.

9. Application for Full Membership

- 9.1 The Directors will admit any person appointed as a Director of the Company as a Full Member, provided that the relevant Director has:

- (a) consented to become a Full Member;
 - (b) provided all information required by the Directors in their absolute discretion; and
 - (c) paid any required membership fees.
- 9.2 Any other applications for Full Membership of the Company:
- (a) may be made by any person over the age of 18 years, any corporation or any organisation who or which is interested in pursuing and supporting the objects of the Company; and
 - (b) must be in writing, signed by the applicant and provided to the Secretary in a form approved by, and containing the information required by, the Directors in their absolute discretion.
- 9.3 As soon as practicable after receiving an application for Full Membership, the Secretary will refer the application to the Directors.
- 9.4 The Directors will consider the application for Full Membership at the next Directors' meeting after the application is duly received. In considering an application for Full Membership, the Directors may:
- (a) by resolution accept or reject the application; or
 - (b) ask the applicant to give more evidence of eligibility or suitability for Full Membership.
- 9.5 If the Directors ask for more evidence under clause 9.4 their determination of the application for Full Membership is deferred until the evidence has been given to their satisfaction.
- 9.6 The Directors do not have to give any reason for rejecting an application for Full Membership under clause 9.4.
- 9.7 As soon as practicable following a determination by Directors in accordance with clause 9.4, the Secretary will:
- (a) notify the applicant in writing that the Directors have approved or rejected the application (whichever is applicable); and
 - (b) if the Directors have approved the application, request the applicant to pay any required membership fees within 28 days of receipt of receiving the notification contemplated in clause 9.7(a).
- 9.8 Subject to receipt from the applicant of any required membership fees under clause 9.7(b), the Secretary will enter, or cause to be entered, the applicant's name in the Register (whereupon the applicant becomes a Full Member of the Company).

10. Nomination for Honorary Membership

- 10.1 Nominations for Honorary Membership of the Company may be made at a Directors' Meeting by any Director who is of the opinion that the nominee has made, or is making, a significant contribution towards the Company achieving its objects.
- 10.2 In considering a nomination for Honorary Membership the Directors may by resolution accept or reject the nomination.
- 10.3 If the Directors have approved the Honorary Membership, in accordance with clause 10.2, as soon as practicable following the determination by Directors the Secretary will:
- (a) notify the approved nominee in writing that the Directors have approved the nomination and invite the nominee to accept the Honorary Membership; and

- (b) if the Honorary Member accepts such membership, the Secretary will as soon as practicable enter, or cause to be entered, the approved Honorary Member's name in the Register (whereupon the applicant becomes an Honorary Member of the Company).

11. Membership rules, entitlements and restrictions

11.1 The rights and privileges of every Member are:

- (a) personal to each Member and are not transferable by the Member's own act or by operation of law; and
- (b) terminate on cessation of membership.

11.2 Honorary Members are subject to the same rules, entitlements and restrictions as Full Members of the Company, except that Honorary Members are not required to pay membership fees.

12. Ceasing to be a Member

12.1 A Member's membership of the Company will cease:

- (a) if the Member gives the Secretary written notice of resignation, from the date of receipt of that notice by the Secretary;
- (b) if a majority of the Directors present and voting at a meeting of Directors by resolution terminate the membership of a Member:
 - (i) whose conduct, position or circumstances in the opinion of the Directors renders it undesirable that that Member continue to be a Member of the Company; and
 - (ii) only after the Member has been given at least 21 days' notice of the proposed resolution and has had the opportunity to be heard at the meeting at which the resolution is proposed;
- (c) where the Member is an individual, if the Member:
 - (i) dies;
 - (ii) becomes mentally incapacitated or becomes a person whose estate is liable to be dealt with in any way under the laws relating to mental health;
 - (iii) is convicted of an indictable offence; or
 - (iv) becomes bankrupt; or
- (d) where the Member fails to pay any required membership fees by the applicable due date for payment and such fees remain unpaid for more than 30 days after notification by the Company to the Member.

12.2 An Honorary Member may apply to the Directors for Full Membership of the Company in accordance with the procedure set out in clause 9. If the Directors approve the application for Full Membership, and the appropriate membership fee is paid, the applicant will cease to be an Honorary Member and become a Full Member of the Company, which will be reflected in the Register.

13. Powers of attorney

13.1 If a Member executes or proposes to execute any document or do any act by or through an attorney which affects the Company or the Member's membership in the Company,

that Member must deliver the instrument appointing the Attorney to the Company for notation.

- 13.2 If the Company asks the Member to file with it a certified copy of the instrument for the Company to retain, the Member must promptly comply with that request.
- 13.3 The Company may ask for whatever evidence it thinks appropriate that the power of attorney is effective and continues to be in force.

General meetings

14. Calling a general meeting

- 14.1 Any Director may, at any time, call a general meeting.
- 14.2 A Member may:
- (a) only request the Directors to call a general meeting in accordance with section 249D of the Corporations Act; and
 - (b) not request or call and arrange to hold a general meeting except under section 249E or 249F of the Corporations Act.
- 14.3 The Directors must call an annual general meeting to be held each calendar year to the extent required by, and in accordance with, the Corporations Act.

15. Using technology to hold general meetings

- 15.1 Despite anything in this Constitution, the attendees need not all be physically present in the same place for a general meeting to be held in accordance with this Constitution. A general meeting may be held by all attendees communicating with each other by any technological means which gives all Members as a whole a reasonable opportunity to participate in the general meeting. For the avoidance of doubt, the Company can hold a general meeting by:
- (a) all attendees physically attending the meeting at one or more designated locations;
 - (b) using virtual meeting technology that allows all attendees to simultaneously hear each other and participate in discussion; or
 - (c) using a combination of the above methods.
- 15.2 A Director, Member or any other attendee who attends a general meeting held using technological means is taken to be present and is entitled to vote at the meeting (to the extent they are entitled to vote in accordance with this Constitution).
- 15.3 Despite anything in clause 21, the means by which voting will occur will be determined by the Directors prior to the meeting, ensuring that all attendees of a meeting held in accordance with this clause 15 have a mechanism for adequate participation.

16. Notice of a general meeting

- 16.1 Subject to the provisions of the Corporations Act allowing general meetings to be held with shorter notice, at least 21 days' written notice (exclusive of the day on which the notice is served or deemed to be served and of the day for which notice is given) must be given to Members of any general meeting.

- 16.2 A notice calling a general meeting:
- (a) must specify the place, date and time of the meeting and if the meeting is to be held in two or more places, the technology that will be used to facilitate this;
 - (b) must state the general nature of the business to be transacted at the meeting;
 - (c) must specify a place and phone number and may specify an electronic address or other electronic details for the purpose of a virtual only meeting in accordance with clause 15;
 - (d) if a special resolution is to be proposed at the meeting, must specify an intention to propose the special resolution and state the resolution; and
 - (e) must comply with the Corporations Act.
- 16.3 A notice of an annual general meeting need not state that the business to be transacted at the meeting includes:
- (a) the consideration of the annual financial report, Directors' report and the Auditor's report;
 - (b) the election of Directors; or
 - (c) the appointment and fixing of the remuneration of the Auditor.
- 16.4 The Directors may postpone or cancel any general meeting whenever they think fit (other than a meeting called as the result of a request under clause 14.2).
- 16.5 The Directors must give notice of the postponement or cancellation of a general meeting to all persons referred to in clause 58.1 entitled to receive notices from the Company.
- 16.6 The failure or accidental omission to send a notice of a general meeting (including proxy appointment form) to any Member or the non-receipt of a notice (or form) by any Member does not invalidate the proceedings at or any resolution passed at the general meeting.

Proceedings at general meetings

17. Member

In clauses 18, 19 and 24, Member includes a Member present in person or by proxy or Representative.

18. Quorum

- 18.1 No business may be transacted at a general meeting unless a quorum of Members is present when the meeting proceeds to business.
- 18.2 A quorum of Members is four Full Members, unless the Company has less than four Full Members, in which case a quorum is a majority of Full Members.
- 18.3 If a quorum is not present within 30 minutes after the time appointed for a general meeting:
- (a) if the general meeting was called on the requisition of Members, it is automatically dissolved; or
 - (b) in any other case:
 - (i) it will stand adjourned to the same time and place seven days after the meeting, or to another day, time and place determined by the Directors; and

- (ii) if at the adjourned general meeting a quorum is not present within 30 minutes after the time appointed for the general meeting, the general meeting is automatically dissolved.

19. Chair

- 19.1 The chair, or in the chair's absence the deputy chair, of Directors' meetings will be the chair at every general meeting.
- 19.2 The Directors present may elect a chair of a general meeting if:
 - (a) no chair or deputy chair of Directors' meetings is then in office; or
 - (b) neither the chair nor deputy chair of Directors' meetings is present within 15 minutes after the time appointed for holding the general meeting; or
 - (c) the chair and deputy chair of Directors' meetings are unwilling to act as chair of the general meeting.
- 19.3 If no election is made under clause 19.2, then:
 - (a) the Members may elect one of the Directors present as chair; or
 - (b) if no Director is present or is willing to take the chair, the Members may elect one of the Members present as chair.
- 19.4 If there is a dispute at a general meeting about a question of procedure, the chair may determine the question.
- 19.5 The chair of an annual general meeting must allow a reasonable opportunity for the Members as a whole at the meeting to ask questions about or make comments on the management of the Company.

20. Adjournment

- 20.1 The chair of a general meeting at which a quorum is present:
 - (a) in his or her discretion may adjourn the general meeting with the meeting's consent; and
 - (b) must adjourn the general meeting if the meeting directs him or her to do so.
- 20.2 An adjourned general meeting may take place at a different venue to the initial general meeting (or in the case of a general meeting held virtually or in two or more places in accordance with clause 15, using different virtual meeting technology).
- 20.3 The only business that can be transacted at an adjourned general meeting is the unfinished business of the initial general meeting.
- 20.4 Notice of an adjourned general meeting must only be given in accordance with clause 15.1 if a general meeting has been adjourned for more than 21 days.

21. Decision on questions

- 21.1 Subject to the provisions of the Corporations Act and this Constitution in relation to special resolutions, a resolution is carried if a majority of the votes cast on the resolution are in favour of the resolution.
- 21.2 A resolution put to the vote of a meeting is decided on a show of hands unless a poll is demanded in accordance with the Corporations Act.

- 21.3 Unless a poll is demanded:
- (a) a declaration by the chair that a resolution has been carried, carried by a specified majority, or lost; and
 - (b) an entry to that effect in the minutes of the meeting,
- are conclusive evidence of the fact without proof of the number or proportion of the votes in favour of or against the resolution.
- 21.4 The demand for a poll may be withdrawn.
- 21.5 A decision of a general meeting may not be impeached or invalidated on the ground that a person voting at the general meeting was not entitled to do so.

22. Taking a poll

- 22.1 A poll will be taken when and in the manner that the chair directs.
- 22.2 The result of the poll will be the resolution of the meeting at which the poll is demanded.
- 22.3 The chair may determine any dispute about the admission or rejection of a vote.
- 22.4 The chair's determination, if made in good faith, will be final and conclusive.
- 22.5 A poll demanded on the election of the chair or the adjournment of a general meeting must be taken immediately.
- 22.6 After a poll has been demanded at a general meeting, the general meeting may continue for the transaction of business other than the question on which the poll was demanded.

23. Casting vote of chair

In the case of an equality of votes on a question at a general meeting, the chair of the meeting is entitled to exercise a second or casting vote.

Votes of Members

24. Entitlement to vote

A Member entitled to vote has one vote on a poll or show of hands.

25. Objections

- 25.1 An objection to the qualification of a voter may only be raised at the general meeting or adjourned general meeting at which the voter has tendered his or her vote.
- 25.2 Any such objection must be referred to the chair of the general meeting, whose decision made in good faith is final.
- 25.3 A vote which the chair does not disallow because of an objection is valid for all purposes.

26. Votes by proxy

- 26.1 If a Member appoints a proxy, proxies or an attorney, the proxy, proxies or attorney may, subject to the Corporations Act, vote on a show of hands.
- 26.2 A proxy need not be a Member.
- 26.3 A proxy may demand or join in demanding a poll.
- 26.4 A proxy or attorney may vote on a poll.
- 26.5 A proxy may vote or abstain as he or she chooses except where the appointment of the proxy directs the way the proxy is to vote on a particular resolution. If an appointment directs the way the proxy is to vote on a particular resolution:
 - (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way;
 - (b) if the proxy has two or more appointments that specify different ways to vote on the resolution - the proxy must not vote on a show of hands;
 - (c) if the proxy is the chair - the proxy must vote on a poll, and must vote that way; and
 - (d) if the proxy is not the chair - the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way.

27. Document appointing proxy

- 27.1 An appointment of a proxy is valid if it is signed, or authenticated in accordance with the Corporations Act, by the Member making the appointment and contains the information required by subsection 250A(1) of the Corporations Act. The Directors may determine that an appointment of a proxy is valid even if it only contains some of the information required by section 250A(1) of the Corporations Act.
- 27.2 The Company may send a proxy appointment form to Members in a form which has been approved by the Directors.
- 27.3 A proxy's appointment is valid at an adjourned general meeting.
- 27.4 A proxy or attorney may be appointed for all general meetings or for any number of general meetings or for a particular purpose.
- 27.5 Unless otherwise provided for in the proxy's appointment or in any instrument appointing an attorney, the appointment of the proxy or the attorney will be taken to confer authority:
 - (a) to vote on:
 - (i) any amendment moved to the proposed resolutions and on any motion that the proposed resolutions not be put or any similar motion; and
 - (ii) any procedural motion, including any motion to elect the chair, to vacate the chair or to adjourn the general meeting,even though the appointment may specify the way the proxy or attorney is to vote on a particular resolution; and
 - (b) to vote on any motion before the general meeting whether or not the motion is referred to in the appointment.
- 27.6 If a proxy appointment is signed or authenticated by the Member but does not name the proxy or proxies in whose favour it is given, the chair may either act as proxy or complete

the proxy appointment by inserting the name or names of one or more Directors or the Secretary.

28. Lodgement of proxy

- 28.1 Subject to clause 27.3, the appointment of a proxy or attorney must be received by the Company, at least 48 hours (unless reduced in the notice of meeting to which the appointment relates) before the general meeting (or the resumption of an adjourned general meeting) at which the appointee is to attend and vote.
- 28.2 If the appointment purports to be executed under a power of attorney or other authority, the original document or a certified copy of it must be received by the Company at least 48 hours (unless reduced in the notice of meeting to which the appointment relates) before the general meeting (or the resumption of an adjourned general meeting).
- 28.3 The Company receives an appointment of a proxy or attorney or other authority under which it was signed when they are:
- (a) received at:
 - (i) the Company's registered office; or
 - (ii) a place or electronic address specified for that purpose in the notice of general meeting; or
 - (b) if the notice of general meeting specifies other electronic means by which a Member may give an appointment, received by the Company in accordance with the Corporations Act.

29. Validity

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

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

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

30. Representatives of bodies corporate

- 30.1 Any Member that is a body corporate may appoint an individual as its Representative as provided by the Corporations Act.
- 30.2 The appointment of a Representative may set out restrictions on the Representative's powers.
- 30.3 The original form of appointment of a Representative, a certified copy of the appointment, or a certificate of the body corporate evidencing the appointment of a Representative is prima facie evidence of a Representative having been duly appointed.
- 30.4 The chair of a general meeting may permit a person claiming to be a Representative to exercise the appointee's powers even if he or she has not produced a certificate or other satisfactory evidence of his or her appointment.

31. Written resolutions

- 31.1 The Company may pass a resolution (other than a special resolution) without a general meeting being held if a majority of the Members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last Member signs the document.
- 31.2 The Company may pass a special resolution without a general meeting being held if at least 75% of the Members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last Member signs the document.
- 31.3 For the purposes of clause 31.1, separate copies of a document may be used for signing by Members if the wording is identical in each copy.
- 31.4 If the Company has one Member, the Company may pass a resolution by the Member recording it and signing the record.
- 31.5 Any document referred to in this clause may be in the form of an electronic transmission or notification, or may be signed by way of attachment of an electronic signature.
- 31.6 Any written resolution passed in accordance with this clause satisfies any requirement in the Constitution or in the Corporations Act (to the extent permitted by the Corporations Act) that the resolution be passed at a general meeting (or be a special resolution).

Appointment and removal of Directors

32. Number of Directors

There will not be less than four nor more than eleven Directors unless the Company by resolution passed in general meeting (by Members entitled to vote under clause 24) changes the maximum number.

33. Qualification

- 33.1 Any Director who is not already a Full Member must, immediately following their appointment as a Director, be admitted as and remain a Full Member.
- 33.2 Personnel of the Company must not be a Director (unless they are a Management Director).

34. Appointment and removal of Directors

- 34.1 Subject to clause 32, the Company may by resolution passed in general meeting by Members entitled to vote under clause 24:
 - (a) appoint new Directors;
 - (b) increase or reduce the number of Directors;
 - (c) remove any Director; and
 - (d) appoint another person in the Director's place.

35. Suspension of Directors

- 35.1 If the conduct, position or circumstances of any Director is such that continuance in office appears to the majority of the Directors to be prejudicial to the interests of the Company, a majority of Directors at a meeting of the Directors specifically called for that purpose may suspend that Director.
- 35.2 Within 14 days of any suspension under clause 35.1, the Directors must call a general meeting, at which the Members entitled to vote under clause 24 may either confirm the suspension and remove the Director from office in accordance with clause 34.1(c) or annul the suspension and reinstate the Director.

36. Additional and casual Directors

- 36.1 Subject to clause 32, the Directors may appoint any person as a Director to fill a casual vacancy or as an addition to the existing Directors.
- 36.2 A Director appointed in accordance with clause 36.1 will hold office until the Company's next annual general meeting, when the Director may stand for election as set out in clause 34.

37. Period of office

- 37.1 A Director must retire from office at the conclusion of the third annual general meeting after the Director was last elected or appointed.
- 37.2 Subject to clause 37.3 and 37.5, a retiring Director is eligible for re-election or re-appointment for a further term of 3 years by a resolution passed at the annual general meeting, which re-appointment will take effect from the conclusion of the general meeting at which the Director is re-elected or re-appointed.
- 37.3 Any person who has been a Director for 9 years cumulatively is not eligible for re-election or re- appointment under clause 37.2.
- 37.4 If at an annual general meeting of the Company, more than two Directors would be required to retire pursuant to clause 37.1, only two Directors will retire from office and those two Directors to retire will be decided by lot unless the Directors required to retire agree otherwise among themselves. The Director or Directors not chosen will continue to hold office until the next annual general meeting.
- 37.5 Any person who has not been a Director and/or a committee member of the Company, for a continuous period of more than 12 months, is eligible to be a Director for a further 9 years if that person would otherwise not be eligible solely by operation of clause 37.3.

38. Vacation of office

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

- (a) is not re-appointed under clause 37.2 at the expiry of the Director's term of office;
- (b) is prohibited by the Corporations Act or the ACNC Act (while the Company is a Registered Entity) from holding office or continuing as a Director;
- (c) in the opinion of the Directors, is incapable of managing his or her affairs due to mental or physical incapacity, or becomes, in the opinion of the Directors, incapable of performing his or her duties;
- (d) is committed of an indictable offence;

- (e) resigns by notice in writing to the Company;
- (f) does not meet the qualification requirements in clause 33;
- (g) is removed by a resolution of the Company pursuant to clause 34.1(c);
- (h) is absent from Directors' meetings for six consecutive months without having been granted leave of absence by the Directors;
- (i) is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of the interest as required by the Corporations Act;
- (j) becomes of unsound mind or a person whose estate is liable to be dealt with in any way under a law relating to mental health; or
- (k) dies.

Powers and duties of Directors

39. Powers and duties of Directors

- 39.1 The business of the Company is managed by the Directors, who may exercise all powers of the Company that this Constitution and the Corporations Act do not require to be exercised by the Company in general meeting.
- 39.2 Without limiting the generality of clause 39.1, the Directors may exercise all the powers of the Company to:
- (a) borrow money;
 - (b) charge any property or business of the Company;
 - (c) issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person; and
 - (d) guarantee or to become liable for the payment of money or the performance of any obligation by or of any other person.

40. Delegation

- 40.1 The Directors may delegate any of their powers, other than those which by law must be dealt with by the Directors as a board, to:
- (a) a committee of Directors (which may include persons other than Directors in addition to at least one Director);
 - (b) a Director;
 - (c) an employee of the Company; or
 - (d) any other person.
- 40.2 A committee or person to which or whom any powers have been delegated must exercise their powers in accordance with any directions of the Directors and a power exercised in that way is taken to have been exercised by the Directors.
- 40.3 A committee or person to which or whom any powers have been delegated may be authorised to sub-delegate all or any of the powers for the time being vested in them.
- 40.4 The Directors may at any time revoke any delegation of power.

- 40.5 Meetings of any committee will be governed by the provisions of this Constitution which deal with Directors' meetings so far as they are applicable and are not inconsistent with any directions of the Directors.

Proceedings of Directors

41. Directors' meetings

- 41.1 A Director may at any time, and the Secretary must on the request of a Director, call a Directors' meeting.
- 41.2 A Directors' meeting must be called by not less than 48 hours' notice given to each Director, unless the Directors unanimously agree otherwise. The notice must be in writing or be given using any technology consented to by all the Directors.
- 41.3 An accidental omission to send a notice of a meeting of Directors to any Director or the non-receipt of such a notice by any Director does not invalidate the proceedings, or any resolution passed, at the meeting.
- 41.4 Subject to the Corporations Act, a Directors' meeting may be held by the Directors communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion.
- 41.5 The Directors need not all be physically present in the same place for a Directors' meeting to be held.
- 41.6 Subject to clause 49.5, a Director who participates in a meeting held in accordance with this Constitution is taken to be present and entitled to vote at the meeting.
- 41.7 The Directors may meet together, adjourn and regulate their meetings as they think fit.
- 41.8 Clauses 41.2 to 41.7 apply to meetings of Directors' committees as if all committee members were Directors.
- 41.9 A quorum is any four Directors. The quorum must be present at all times during a meeting of Directors.
- 41.10 Where a quorum cannot be established for the consideration of a particular matter at a meeting of Directors, the chair may call a general meeting to deal with that matter.

42. Decision on questions

- 42.1 Subject to this Constitution, questions arising at a meeting of Directors are to be decided by a majority of votes of the Directors present and voting.
- 42.2 Subject to clause 49 and the Corporations Act, each Director has one vote.
- 42.3 If there is an equality of votes, the chair of a meeting has a casting vote in addition to her or his deliberative vote.

43. Remaining Directors

- 43.1 The Directors may act even if there are vacancies on the board.

- 43.2 If the number of Directors is not sufficient to constitute a quorum at a Directors' meeting, the Directors may act only to:
- (a) appoint a number of additional Directors sufficient to constitute a quorum; or
 - (b) call a general meeting.

44. Chair

- 44.1 The Directors may elect a Director as chair of Directors' meetings and may determine the period for which the chair will hold office.
- 44.2 The Directors may elect a Director as deputy chair to act as chair in the chair's absence.
- 44.3 If no chair is elected or if the chair or deputy chair is not present at any Directors' meeting within ten minutes after the time appointed for the meeting to begin, the Directors present must elect a Director to be chair of the meeting.

45. Written resolutions by Directors

- 45.1 The Directors may pass a resolution without a Directors' meeting being held if all the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last Director entitled to vote signs.
- 45.2 For the purposes of clause 45.1, separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.
- 45.3 Any document referred to in this clause may be in the form of an electronic transmission or notification, or may be signed by way of attachment of an electronic signature.
- 45.4 The minutes of the next Directors' meeting must record that a resolution was passed in accordance with this clause.
- 45.5 This clause applies to meetings and resolutions of Directors' committees as if all members of the committee were Directors.

46. Validity of acts of Directors

If it is discovered that:

- (a) there was a defect in the appointment of a person as a Director or member of a Directors' committee; or
 - (b) a person appointed to one of those positions was disqualified,
- all acts of the Directors or the Directors' committee before the discovery was made are as valid as if the person had been duly appointed and was not disqualified.

47. Minutes and Registers

- 47.1 The Directors must cause minutes to be made of:
- (a) the names of the Members and Directors present at all general meetings, and the Directors present at Directors' meetings and meetings of Directors' committees;
 - (b) all proceedings and resolutions of general meetings, Directors' meetings and meetings of Directors' committees;

- (c) all resolutions passed by Members in accordance with clause 31 or the Corporations Act;
 - (d) all resolutions passed by Directors in accordance with clause 45;
 - (e) all appointments of Directors and other officers;
 - (f) all orders made by the Directors and Directors' committees; and
 - (g) all disclosures of interests made under clause 49.
- 47.2 Minutes must be signed by the chair of the meeting or by the chair of the next meeting of the board or Directors' committee, and if so signed, will as between the Directors be conclusive evidence of the matters stated in such minutes.
- 47.3 The Company must keep all registers required by this Constitution and the Corporations Act.

Payments to Directors and Directors' interests

48. Payments to Directors

No payment will be made to any Director of the Company other than payment:

- (a) of out of pocket expenses reasonably and properly incurred by the Director in the proper performance of any duty as a Director of the Company where the amount payable does not exceed an amount previously approved by the Directors;
- (b) for any service rendered to the Company by the Director in a professional or technical capacity, other than in the capacity as Director, where the provision of the service, and the amount payable, has been previously approved by the Directors and is not more than an amount which commercially would be reasonable payment for the service;
- (c) of any reasonable and proper salary or wage due to the Director as an employee of the Company where the terms of employment have been approved by the Directors; and
- (d) relating to an indemnity in favour of the Director and permitted by section 199A of the Corporations Act or a contract of insurance permitted by section 199B of the Corporations Act.

49. Directors' interests

- 49.1 As required by the Corporations Act, a Director must give the Directors notice of any material personal interest in a matter that relates to the affairs of the Company.
- 49.2 Subject to the provisions of this clause 49, a Director or a body or entity in which a Director has a direct or indirect interest may with the prior approval of the Directors:
- (a) enter into any agreement or arrangement with the Company;
 - (b) hold any office or place of profit in the Company other than as auditor; and
 - (c) act in a professional capacity other than as auditor for the Company,
- and the Director or the body or entity can receive and keep beneficially any remuneration, profits or benefits under any agreement or arrangement with the Company or from holding an office or place of profit in or acting in a professional capacity for the Company.

- 49.3 The fact that a Director holds office as a director, and has fiduciary obligations arising out of that office:
- (a) will not void or render voidable any agreement or arrangement made by a Director with the Company;
 - (b) will not void or render voidable any agreement or arrangement entered into by or on behalf of the Company and in which the Director may have any interest; and
 - (c) will not require the Director to account to the Company for any profit realised by or under any agreement or arrangement entered into by or on behalf of the Company and in which the Director may have any interest,
- provided that any such agreement or arrangement has been approved by the Directors in accordance with clause 49.2.
- 49.4 A Director may be or become a director or other officer of, or otherwise be interested in:
- (a) any related body corporate of the Company; or
 - (b) any other body corporate promoted by the Company or in which the Company may be interested as a vendor, shareholder or otherwise,
- and is not accountable to the Company for any remuneration or other benefits received by the Director as a director or officer of, or from having an interest in, that body corporate.
- 49.5 A Director who has a material personal interest in an agreement, arrangement or other matter that is being considered at a Directors' meeting must not:
- (a) be present while the matter is being considered at the meeting or be counted in determining whether or not a quorum is present while the matter is being considered at that meeting; or
 - (b) vote on the agreement, arrangement or other matter, unless permitted to do so by the Corporations Act, in which case the Director may:
 - (c) be counted in determining whether or not a quorum is present at any meeting of Directors considering that agreement, arrangement or other matter ;
 - (d) sign or countersign any document relating to that agreement, arrangement or other matter; and
 - (e) vote in respect of, or in respect of any matter arising out of, the agreement, arrangement or other matter.

50. Conflicts of interest

In addition to clause 49.5, the Directors shall, to the extent required by any applicable law, establish a mechanism for dealing with any conflicts of interest that may occur involving a Director, officer or employee of the Company.

Management Directors

51. Appointment to management positions

- 51.1 The Directors may appoint a Director to any management position or other office in the Company (other than the position of auditor) on such terms as they think fit.
- 51.2 A Director appointed under clause 51.1 is referred to in this Constitution as a Management Director.

- 51.3 The Directors may, subject to the terms of any employment contract with the Management Director, suspend, remove or dismiss her or him from that office and appoint another Director in that place.
- 51.4 If a Management Director ceases to be a Director, her or his appointment as a Management Director terminates automatically.
- 51.5 A Management Director is subject to the same provisions as to retirement, resignation and removal as the other Directors.

52. Powers of Management Directors

- 52.1 The Directors may:
- (a) confer on a Management Director any powers exercisable by the Directors, subject to any terms and restrictions determined by the Directors; and
 - (b) authorise a Management Director to sub-delegate all or any of the powers vested in him or her.
- 52.2 Any power conferred under this clause may be concurrent with but not to the exclusion of the Directors' powers.
- 52.3 The Directors may at any time withdraw or vary any of the powers conferred on a Management Director.

Local management

53. Local management

- 53.1 The Directors may provide for the management and transaction of the affairs of the Company in any places and in such manner as they think fit.
- 53.2 Without limiting clause 53.1 the Directors may:
- (a) establish local boards or agencies for managing any of the affairs of the Company in a specified place and appoint any persons to be members of those local boards or agencies; and
 - (b) delegate to any person appointed under clause 53.2(a) any of the powers, authorities and discretions which may be exercised by the Directors under this Constitution,
- on any terms and subject to any conditions determined by the Directors.
- 53.3 The Directors may at any time revoke or vary any delegation under this clause.

54. Appointment of attorneys and agents

- 54.1 The Directors may from time to time by resolution or power of attorney executed in accordance with section 127 of the Corporations Act appoint any person to be the attorney or agent of the Company:
- (a) for the purposes;
 - (b) with the powers, authorities and discretions (not exceeding those exercisable by the Directors under this Constitution);

- (c) for the period; and
- (d) subject to the conditions,
determined by the Directors.

- 54.2 An appointment by the Directors of an attorney or agent of the Company may be made in favour of:
- (a) any Director;
 - (b) any employee of the Company;
 - (c) any member of any local board established under this Constitution;
 - (d) any company;
 - (e) the members, directors, nominees or managers of any company or firm; or
 - (f) any fluctuating body of persons whether nominated directly or indirectly by the Directors.
- 54.3 A power of attorney may contain such provisions for the protection and convenience of persons dealing with an attorney as the Directors think fit.
- 54.4 The Directors may appoint attorneys or agents to act for and on behalf of the Company by electronic transmission.
- 54.5 An attorney or agent appointed under this clause may be authorised by the Directors to sub-delegate all or any of the powers, authorities and discretions for the time being vested in it.

Secretary

55. Secretary

- 55.1 There must be at least one secretary of the Company who ordinarily resides in Australia appointed by the Directors on conditions determined by them.
- 55.2 The Secretary is entitled to attend and be heard on any matter at all Directors' and general meetings.
- 55.3 The Directors may, subject to the terms of the Secretary's employment contract (if any), suspend, remove or dismiss the Secretary.

Inspection of records

56. Inspection of records

- 56.1 Except as otherwise required by the Corporations Act, the Directors may determine whether and to what extent, and at what times and places and under what conditions, the financial records and other documents of the Company or any of them will be open for inspection by Members other than Directors
- 56.2 Subject to clause 56.3 and except as otherwise required by the Corporations Act, a Full Member or Honorary Member other than a Director does not have the right to inspect any financial records or other documents of the Company unless the Member is authorised to do so by a court order or a resolution of the Directors.

- 56.3 The Secretary, or other Company officer as determined by the Directors, must keep a Register of Members which any Member may by writing to the Secretary, request to inspect, but such request must not be more than two times a year. In complying with a Member's request, the Secretary or other Company officer with responsibility must make the Register of Members available for inspection within a reasonable timeframe, but no later than 7 days from the date of the request, and may determine at what times and places and under what conditions the register may be viewed.

Notices

57. Service of notices

- 57.1 Notice may be given by the Company to any person who is entitled to notice under this Constitution:
- (a) by serving it on the person; or
 - (b) by sending it by post, electronic notification (or email) to the person at the person's address shown in the Register or the address or email address supplied by the person to the Company for sending notices to the person; or
 - (c) if it is a notice of meeting, by giving it in accordance with section 249J(3) of the Corporations Act.
- 57.2 A notice sent by post is taken to be served:
- (a) by properly addressing, prepaying and posting a letter containing the notice; and
 - (b) on the day after the day on which it was posted.
- 57.3 Subject to the Corporations Act, a notice sent by electronic notification or email is taken to be served:
- (a) by properly addressing the electronic notification or email and transmitting it; and
 - (b) on the day after its despatch.
- 57.4 If a Member does not have an address recorded in the Register, a notice will be taken to be served on that Member 24 hours after it has been posted on the Company's website.
- 57.5 A Member whose address recorded in the Register is not in Australia may specify in writing an address in Australia to be taken to be the Member's address for service of notices for the purposes of clause 57.
- 57.6 A certificate in writing signed by a Director, Secretary or other officer of the Company that a document or its envelope or wrapper was addressed and stamped and was posted is conclusive evidence of posting.
- 57.7 Subject to the Corporations Act, the signature to a written notice given by the Company may be written or printed.

58. Persons entitled to notice

- 58.1 Notice of every general meeting must be given to:
- (a) every Full Member and Honorary Member who is entitled to attend the general meeting;
 - (b) every Director and Secretary; and
 - (c) any Auditor.

58.2 No other person is entitled to receive notice of a general meeting.

Seals

59. Common Seal

If the Company has a Seal:

- (a) the Directors must provide for the safe custody of the Seal;
- (b) the Seal must not be used without the authority of the Directors or a Directors' committee authorised to use the Seal;
- (c) every document to which the Seal is affixed must be signed by a Director and be countersigned by another Director, the Secretary or another person appointed by the Directors to countersign the document.

60. Duplicate Seal

If the Company has a Seal, the Company may have one or more duplicate seals of the Seal, each of which:

- (a) must be a facsimile of the Seal with 'Duplicate Seal' on its face; and
- (b) must not be used except with the authority of the Directors.

Audit and accounts

61. Audit and accounts

- 61.1 The Directors must cause the Company to keep written financial records in relation to the business of the Company, and to prepare financial documents and reports, in accordance with the requirements of the Corporations Act and any other applicable laws.
- 61.2 The Directors must cause the financial records and financial documents of the Company to be audited to the extent required by, and in accordance with the requirements of, the Corporations Act and any other applicable laws.

Winding up and revocation of endorsement

62. Winding up

- 62.1 If the Company is wound up:
 - (a) each Member; and
 - (b) each person who has ceased to be a Member in the preceding 12 months, undertakes to contribute to the property of the Company for the:
 - (c) payment of debts and liabilities of the Company (in relation to clause 62.1(b), contracted before the person ceased to be a Member) and payment of costs, charges and expenses of winding up; and
 - (d) adjustment of the rights of the contributories amongst themselves,

such amount as may be required, not exceeding \$10.00, and otherwise has no liability for the payment of debts and liabilities of the Company and no obligation to contribute to the property of the Company.

- 62.2 Subject to and without affecting clause 7.1(j), if the Company is endorsed as a deductible gift recipient under Subdivision 30-BA of the Tax Act then on the winding up or revocation of endorsement of the Company, any surplus of the following assets, namely:
- (a) gifts of money or property for the principal purpose of the Company;
 - (b) contributions described in item 7 or 8 of the table in section 30-15 of the Tax Act in relation to a fundraising event held for the principal purpose; or
 - (c) money received by the Company because of such gifts or contributions;

will, as required by section 30-125 of the Tax Act, be given or transferred to a fund, authority or institution to which gifts are deductible under Division 30 of the Tax Act and which, by its constitution, is:

- (d) required to pursue charitable purposes only (being charitable purposes similar, as far as possible, to those of the Company);
- (e) required to apply its income in promoting its charitable purposes; and
- (f) prohibited from making any distribution to its members and paying fees to its directors, to at least the same extent of such prohibitions under this Constitution,

such fund authority or institution to be determined by the Members, and in default, by application to the Supreme Court of New South Wales for determination.

- 62.3 Subject to clauses 62.2 and 7.1(j), and without affecting clause 7.1(j), on the winding up of the Company, any surplus remaining following the satisfaction of all debts and liabilities of the Company will not be paid to or distributed amongst Members, but will, unless otherwise required by law, be given or transferred to another corporation or body which, by its constitution, is:

- (a) required to pursue charitable purposes only (being charitable purposes similar, as far as possible, to those of the Company);
- (b) required to apply its income in promoting its charitable purposes; and
- (c) prohibited from making any distribution to its members and paying fees to its directors, to at least the same extent of such prohibitions under this Constitution,

such corporation or body to be determined by the Members, and in default, by application to the Supreme Court of New South Wales for determination.

63. Indemnity

- 63.1 To the extent permitted by law and subject to the restrictions in section 199A of the Corporations Act, the Company indemnifies every person who is or has been an officer of the Company against:

- (a) any liability (other than for legal costs) incurred by that person as an officer of the Company (including liabilities incurred by the officer as an officer of a subsidiary of the Company where the Company requested the officer to accept that appointment); and
- (b) reasonable legal costs incurred in defending an action for a liability incurred by that person as an officer of the Company (including legal costs incurred by the officer as an officer of a subsidiary of the Company where the Company requested the officer to accept that appointment).

- 63.2 The amount of any indemnity payable under clauses 63.1(a) or 63.1(b) will include an additional amount (**GST Amount**) equal to any GST payable by the officer being indemnified (**Indemnified Officer**) in connection with the indemnity, less the amount of

input tax credit claimable by the Indemnified Officer in connection with the indemnity. Payment of any indemnity which includes a GST Amount is conditional upon the Indemnified Officer providing the Company with a GST tax invoice for the GST Amount.

63.3 For the purposes of this clause and clause 64, officer means:

- (a) a Director; or
- (b) a Secretary.

64. Insurance

The Company may pay a premium in respect of a contract insuring a person who is or has been an officer against liability incurred by the person as an officer, except in circumstances prohibited by the Corporations Act.

Internal disputes

65. Resolution of internal disputes

- 65.1 Disputes between Members (in their capacity as Members), and disputes between Members and the Company that the parties have not been able to themselves resolve (after following any internal dispute procedures the Directors may specify or adopt) are to be referred to such mediator as the Directors may, subject to applicable law, determine.
- 65.2 At least seven days before such a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.
- 65.3 Any internal dispute procedures the Directors may specify or adopt may include, without limitation:
 - (a) the appointment of an independent person to arbitrate on the dispute; and
 - (b) processes to bring the parties together to help resolve the dispute at an early stage, and should allow all parties a full and fair opportunity to present their case.

Complaints

66. Complaints

If, and to the extent, required by any applicable law, the Directors shall ensure that a mechanism is established that will properly and effectively deal with complaints made by members of the public and grievances from employees.

Amendment

67. Amendment of this Constitution

This Constitution may be amended in accordance with the requirements of the Corporations Act.

Execution of documents

68. Execution of documents

The Company may execute a document:

- (a) in accordance with section 127(1) of the Corporations Act;
- (b) if the Company has a Seal, in accordance with section 127(2) of the Corporations Act and clauses 59 and 60; or
- (c) in any other way approved by the Directors and permitted by law.

Applicable Not for Profit Laws

69. Applicable Not for Profit Laws

The Company will at all times comply with the Applicable Not for Profit Laws.