

# **Constitution of Taxpayers Australia Limited**

**Amended 11 March 2022**

# CONSTITUTION OF TAXPAYERS AUSTRALIA LIMITED

## 1. DEFINITIONS

In this Constitution:

**Amending Date** means the date on which Taxpayers Australia Limited is incorporated pursuant to the Corporations Act.

**Applicable Regulations** means collectively any pronouncement, regulation, code, professional schedule, risk management statement and joint statement made, adopted or issued by the Board or its delegate by authority of:

- a) Article 41(d) of this Constitution; or
- b) clause 34(i) of the constitution of the Company in force immediately before the Amending Date, whether acting alone or in conjunction with anybody approved by the Board.

**Board** means the Directors of the Company from time to time.

**Business Day** means a day except a Saturday, Sunday or public holiday in the state or territory in which the Company is taken to be registered for the purposes of the Corporations Act.

**By-Laws** means the laws made under Article 41(d) of this Constitution or clause 34(i) of the constitution of the Company in force immediately before the Amending Date or as made or amended from time to time.

**Chief Executive Officer** means a person appointed pursuant to Article 37.

**Company** means Taxpayers Australia Limited.

**Control** means:

- a) in relation to any body corporate (including a body corporate in the capacity as trustee of any trust property), the ability of any person to exercise control over the body corporate by virtue of the holding of voting shares in that body corporate, or by any other means including the ability to directly or indirectly remove or appoint all or a majority of the directors of the body corporate; and
- b) in relation to a person that is not a body corporate (including a natural person), the ability of any person to direct that person to act in accordance with their instructions whether by operation of any law, agreement, arrangement or understanding, custom or any other means.

**Corporations Act** means the *Corporations Act 2001* (Commonwealth).

**Court** means, in any jurisdiction, any court of law of competent jurisdiction or other judicial or quasi-judicial body, commission, authority, panel or tribunal.

**Director** means a person who is, for the time being, a director of the Company.

**Division** means a division of the Company established by the Board in accordance with this Constitution and applicable by-laws.

**Divisional Council** means the council of a Division.

**Divisional Councillor** means a member of a Divisional Council.

**Divisional President** means a president of a Division, elected in accordance with the By-Laws.

**External Director** means a Director who is not a Member or an employee of the Company.

**Fee** means:

- a) when used in Articles 13, 14 and 15, a fee, annual subscription or levy referred to in:
  - i. this Constitution; or
  - ii. the constitution of the Company in force immediately before the Amending Date, or
- b) when used elsewhere in this Constitution, a fee, annual subscription or levy referred to in this Constitution, as being payable to the Company.

**First Elected Board** means the first Board of Directors elected under this Constitution.

**Inaugural Board** means the Board of Directors in office on the Amending Date.

**Insolvent** means in relation to a person, where the person:

- a) is insolvent within the meaning of that term in the Corporations Act;
- b) being a natural person:
  - i. is an insolvent under administration within the meaning of that term in the Corporations Act; or
  - ii. commits or suffers an act of bankruptcy;
- c) being a body corporate:
  - i. is the subject of an event described in sections 459C(2)(a) to (f) of the Corporations Act (or the person makes a statement from which it may be reasonably deduced the person is so subject); or
  - ii. suffers the appointment of a controller, administrator, liquidator or provisional liquidator within the meaning of those terms in the Corporations Act; or
  - iii. is dissolved,
  - iv. other than to carry out an amalgamation, dissolution or reconstruction whilst solvent; or
- d) is otherwise unable to pay its debts as and when they become due and payable; or
- e) takes or suffers a similar consequence in debt to those in paragraphs (a) to (d) under the law of any jurisdiction.

**Intellectual Property** means patents and registered designs, unregistered design rights, copyright, rights and trademarks and service marks (whether registered or not), goodwill and rights in confidential information and trade secrets, source codes, know-how and any associated or similar rights (including, in all cases, applications and rights to apply for them, and licences or other rights to apply for them, and licences or other rights of use of such property) and all other property as defined in Article 2 of the Convention Establishing the World Intellectual Property Organisation of July 1967.

**Legal Costs** of a person means legal costs calculated on a solicitor-and-client basis incurred by that person in defending or resisting any proceedings (whether criminal, civil, administrative or judicial), appearing before or responding to actions taken by any court, tribunal, government authority or agency, other body or

commission, a liquidator, an administrator, a trustee in bankruptcy or other authorised official, where that proceeding, appearance or response relates to a Liability of that person.

**Liability** of a person means any liability including negligence (except a liability for legal costs) incurred by that person in or arising out of the discharge of duties as an officer of the Company or in or arising out of the conduct of the business of the Company, including as a result of appointment or nomination by the Company (or a subsidiary of the Company) as a trustee of a trust or as a director, officer or employee of another body corporate.

**Life Member** means a Member who is entered on the Register as having been conferred the distinction of life membership.

**Member** means natural and non-natural persons including individuals, firms, companies, trusts, trustees, unincorporated associations and bodies corporate whose name is entered in the Register as a member of the Company.

**Member Director** means a Director who was a Member at the time of their election and appointment as a Director.

**Membership Statuses** means each of the membership statuses referred to in Article 7(a).

**Notice** means a notice given pursuant to, or for the purposes of, this Constitution, or the Corporations Act.

**President** means a person elected to that role pursuant to Article 56.

**Register** means the register of Members kept pursuant to the Corporations Act.

**Relevant Officer** means a person who is, or has been, a Director or Secretary.

**Returning Officer** means a person appointed by the Board to conduct elections of members to the Board of the Company.

**Selection Committee** means the members of the Selection Committee meeting together.

**Selection Committee Member** means a person appointed under, or a committee member referred to in Article 50(a), who continues to hold office for the time being.

**Secretary** means a person appointed as, or to perform the duties of, secretary of the Company for the time being.

**Treasurer** means a person elected as Treasurer pursuant to Article 56.

**Vice President** means a person elected as Vice President of the Board pursuant to Article 56.

## 2. INTERPRETATION

- a) Headings are for convenience only and do not affect interpretation. Unless the context indicates a contrary intention, in this Constitution:
- i. a word importing the singular includes the plural (and vice versa);
  - ii. a word indicating a gender includes every other gender;
  - iii. if a word or phrase is given a defined meaning, any other part of speech or grammatical form of that word or phrase has a corresponding meaning;
  - iv. the word "includes" in any form is not a word of limitation;
  - v. a reference to something being "written" or "in writing" includes that thing being represented or reproduced in any mode in a visible form;
  - vi. a notice or document required by this Constitution to be signed may be authenticated by any other manner permitted by the Corporations Act or any other law;
  - vii. a reference to a statute includes its delegated legislation and a reference to a statute or delegated legislation or a provision of either includes consolidations, amendments, re-enactments and replacements;
  - viii. a reference to:
    - A. the holding of an office in relation to the Company which is defined in this Constitution (for example, Director, or President) immediately before the Amending Date is a reference to a person appointed to the equivalent office under the constitution of the Company in force immediately before the Amending Date;
    - B. a body which is defined in this Constitution existing immediately before the Amending Date (for example, a Division or Divisional Council) is a reference to the equivalent body under the terms of the constitution of the Company in force immediately before the Amending Date;
    - C. the doing of an act provided for in this Constitution (for example, the making of a determination or the recognition of a body) before the Amending Date is a reference to the doing of an act under the provisions of the constitution of the Company in force immediately before the Amending Date; and
    - D. the holding of a membership status by a Member immediately before the Amending Date is a reference to the holding of a membership status under the terms of the constitution of the Company in force immediately before the Amending Date.
- b) Nothing whether contained in this Constitution or otherwise shall be construed as implying or creating any privilege, priority or right in favour of any Member so as to limit the power of the Company at any time to amend, rescind or repeal this Constitution.

### **3. APPLICATION OF CORPORATIONS ACT 2001**

- a) Unless the context indicates a contrary intention, in this Constitution:
  - i. a reference to the Corporations Act is to the Corporations Act in force in relation to the Company after taking into account any waiver, modification or exemption which is in force either generally or in relation to the Company; and
  - ii. a word or phrase given a meaning in the Corporations Act has the same meaning in this Constitution where it relates to the same matter as the matter for which it is defined in the Corporations Act, unless that word or phrase is otherwise defined in this Constitution; and
- b) The replaceable rules in the Corporations Act do not apply to the Company.

### **4. ENFORCEMENT**

- a) Each Member submits to the non-exclusive jurisdiction of the courts of Victoria, the Federal Court of Australia and the courts competent to determine appeals from those courts with respect to any proceedings that may be brought at any time relating to this Constitution.
- b) If at any time any provision of this Constitution is or becomes illegal, invalid or unenforceable in any respect pursuant to the law of any jurisdiction, then that does not affect or impair:
  - i. the legality, validity or enforceability in that jurisdiction of any other provision of this Constitution; or
  - ii. the legality, validity or enforceability pursuant to the law of any other jurisdiction of that or any other provision of this Constitution.

## **OBJECTS**

### **5. OBJECTS OF THE COMPANY**

The Company has the primary objective of being the independent voice for every Australian taxpayer and to strive for a fairer and a more transparent taxation and superannuation system. In fulfilling this objective the Company will:

- a) provide education and information on taxation and superannuation matters;
- b) take an interest in legislative, economic and social matters affecting the Company's primary objective;
- c) affiliate with organisations with similar objectives; and
- d) do all such other things incidental or conducive to the attainment of the Company's objectives.

## **INCOME AND PROPERTY**

### **6. APPLICATION OF INCOME AND PROPERTY**

- a) Subject to Article 6(b) the Company must apply the surpluses (if any) or other income and property of the Company solely towards the promotion of the objects of the Company set out in Article 5 and no portion of the Company's surpluses (if any) or other income and property may be paid or transferred, directly or indirectly, to any Member or any person who has been a Member, whether by way of dividend, bonus or otherwise.
- b) Nothing in Article 6(a) prevents the Company making any payment in good faith of:
  - i. reasonable and proper remuneration to any Member or any other person for any services actually rendered or goods supplied to the Company in the ordinary and usual course of business of the Company;
  - ii. the payment or reimbursement of out-of-pocket expenses properly incurred by a Member on behalf of the Company;
  - iii. reasonable and proper rent or fees to a Member or any other person for premises leased or licensed to the Company;
  - iv. money to any Member, being a solicitor, accountant or other person engaged in any profession, for all usual professional or other charges for work done by that person or that person's firm or employer, where the provision of the service has the prior approval of the Board and the amount payable is approved by the Board and is not more than an amount which commercially would be reasonable payment for the service;
  - v. an amount to any person who at the time of payment is not a Member, in repayment of an amount previously lent by that person to the Company;
  - vi. interest to any person who at the time of payment is not a Member, on money borrowed by the Company from that person; or
  - vii. an amount to a Director pursuant to Article 34.

## **MEMBERSHIP**

### **7. MEMBERSHIP STATUS AND DISTINCTIONS**

- a) Members shall be designated by the Board as holding one of the following membership statuses:
  - i. Member;
  - ii. Life member; or
  - iii. Any other status of Member as created or varied under any By-Law.
- b) Any honorary memberships shall be cancelled with effect from the Amending Date and there shall be no honorary members thereafter.

- c) Subject to Article 7(b) the Members of the Company at the Amending Date shall be designated as holding the Membership Status corresponding to the membership status that they held immediately before the Amending Date.
- d) The Board may create additional Membership Statuses and may from time to time vary the Membership Statuses by making or varying the By-Laws.
- e) The Board may determine the criteria and requirements for designation of Members into Membership Statuses and may from time to time vary the criteria and requirements set out in the By-Laws for the designation of Members into each Membership Status (in both general and specific instances).
- f) The Board may confer upon any Member the distinction of life membership by entering the name of that Member in the Register as a Life Member. A Life Member shall be:
  - i. entitled to all the privileges of membership; and
  - ii. unless provided to the contrary in the By-Laws, subject to all of the obligations of membership, save that a Life Member shall not be required to pay any annual subscriptions.
- g) The rights of being a Member are not transferable whether by operation of law or otherwise.

#### **8. ADMISSION TO MEMBERSHIP**

- a) A person is eligible to apply to become a Member if they satisfy the criteria and requirements for designation into a Membership Status.
- b) The Board may determine in its absolute discretion whether an applicant under Article 8(a) may become or a member may remain a Member of the company.
- c) The Board is not required to give any reason for the rejection of any application made under Article 8(a) and no appeal or review shall lie from a determination of the Board in respect of an application under Article 8(a).
- d) The Company shall give written notice of a determination made under Article 8(b).
- e) Failure by the Company to comply with any notice requirement in Article 8(d) does not invalidate the determination made under Article 8(b) or confer upon an applicant any right of appeal or review or any entitlement to compensation for loss or costs incurred.

#### **9. AGREEMENTS AND CONSENTS**

- a) Each Member agrees to be bound by this Constitution, the By-Laws and the Applicable Regulations, in each case as amended from time to time.
- b) Each Member agrees to furnish the Company with all information necessary to enable the Company to compile a record of the qualifications and experience of the Members, or any information relevant to membership of the Company.
- c) Each Member consents to the Company disclosing the fact of membership, his or her Membership Status to any other person (whether upon request or by publication) notwithstanding that such information may comprise personal information or sensitive information within the meaning of those terms in the Privacy Act 1988 (Cth) or similar legislation.
- d) Each Member agrees to notify the Company of any change in their personal details within 60 days of a change taking place.



## **10. DISPUTES ARISING BETWEEN MEMBERS OR MEMBERS AND THE COMPANY**

In the event that a dispute arises between:

- a) a Member and another Member; or
- b) a Member and the Company,

the grievance procedure set out in By-laws issued and amended by the Board from time to time shall apply to the dispute.

## **11. RESIGNATION, SUSPENSION AND CANCELLATION OF MEMBERSHIP**

- a) A Member may at any time resign as a member of the Company by giving the Company notice in writing. Unless the notice provides otherwise, a resignation by a Member takes effect immediately on the giving of that notice to the Company.
- b) The membership of a Member may be suspended or cancelled by the Board at any time if in the opinion of the Board the Member has acted contrary to or in disregard of this Constitution or the By-Laws or in any manner prejudicial to the interests of the Company.

## **12. OTHER CESSATION EVENTS**

A Member will cease to be a member of the Company and the Company must remove the Member's name from the Register, if:

- a) the Member dies;
- b) the Member becomes of unsound mind or a person whose property is liable to be dealt with pursuant to a law about mental health;
- c) the Member is declared bankrupt or Insolvent;
- d) the Board exercises its discretion to remove a member from the members register pursuant to Articles 11(b) or 15(b).

## **FEES AND OTHER PAYMENTS**

### **13. SETTING OF FEES**

The Company may by resolution of the Board require the payment of fees (including annual subscription fees) by Members in the amount, on any terms and at any times as the Board determines (and in doing so may provide for or allow payment by instalments). In doing so the Company may require the payment of fees of different amounts and/or at different times in respect of any particular Member(s) or group(s) of Members.

### **14. NOTICE OF FEES**

- a) The Company must give notice of all Fees to the Members or applicants who are required to pay the Fees. The notice must specify the amount of the Fee, the time or times and manner of payment and any other matter with respect to the Fee that the Board resolves.

- b) The non-receipt of a notice of a Fee by, or the accidental omission to give notice of a Fee or any information regarding any matter concerning the Fee to, any Member or applicant does not invalidate the Fee, or affect the Member's obligation to pay the Fee.

#### **15. PAYMENT OF FEES**

- a) Each Member must pay to the Company the amount of each Fee payable by the Member (having regard to his or her Allocated Membership Status) in the manner, at the time and at the place specified in the notice of the Fee. All Fees paid to the Company by Members are non-refundable.
- b) A member shall be liable to forfeiture of membership for failure to pay any Fee within 60 days of the due date for payment and upon the expiration of 60 days from the due date for payment the Board may at its discretion remove any such members from the Register.

### **PROCEEDINGS OF MEMBERS**

#### **16. WRITTEN RESOLUTIONS OF MEMBERS**

If at any time the Company has only one Member, the Company may pass a resolution by that Member signing a record in writing of that resolution.

#### **17. CALLING MEETINGS OF MEMBERS**

- a) The Company may by resolution of the Board call a meeting of Members to be held at a time and place (including 2 or more venues using technology which gives Members as a whole a reasonable opportunity to participate) and in such manner that the Board resolves.
- b) No Member may call or arrange to hold a meeting of Members except where permitted by the Corporations Act.

#### **18. NOTICE OF MEETINGS OF MEMBERS**

- a) Where the Company has called a meeting of Members, then subject to any requirements of the Corporations Act, notice of the meeting and any proxy form for the meeting may be given in the form and in the manner in which the Board resolves.
- b) Notice of any meeting of Members shall be deemed to be sufficiently given to all Members if the notice of meeting is published by electronic means.
- c) A Member may waive notice of any meeting of Members by written notice to the Company.
- d) A Member who has not duly received notice of a meeting of Members may, before or after the meeting, notify the Company of the Member's agreement or disagreement to anything done or resolution passed at the meeting.
- e) A Member's attendance at a meeting of Members waives any objection which that Member may have had to a failure to give notice, or the giving of a defective notice, of the meeting, unless the Member at the beginning of the meeting objects to the holding of the meeting.
- f) Subject to the Corporations Act, anything done (including the passing of a resolution) at a meeting of Members is not invalid because a person does not receive notice of the meeting and/or a proxy form, or the Company accidentally does not give notice of the meeting or a proxy form to a person.

## **19. BUSINESS OF MEETINGS**

Except with the approval of the Board, with the permission of the chair of the meeting or pursuant to the Corporations Act, no person may move at any meeting of Members:

- a) any resolution (except in the form set out in the notice of meeting given pursuant to Article 18(a)); or
- b) any amendment of any resolution or a document which relates to any resolution and a copy of which has been made available to Members to inspect or obtain.

## **20. QUORUM**

- a) Unless a quorum for a meeting of Members is present at the time when the meeting commences, no business may be transacted at a meeting of Members except, subject to Article 25, the election of the chair of the meeting.
- b) A quorum for a meeting of Members is six (6) Members entitled to vote on a resolution at that meeting or if only one Member is entitled to vote at that meeting, then that Member (or a person appointed as a proxy of that Member). Each individual present may only be counted once towards a quorum. If a Member has appointed more than one proxy, only one of them may be counted towards a quorum.
- c) If a quorum is not present within 30 minutes after the time appointed for the commencement of a meeting of Members, the meeting is dissolved unless the chair of the meeting or the Board adjourns the meeting to a date, time and place determined by that chair or the Board.
- d) If a quorum is not present within 30 minutes after the time appointed for the commencement of an adjourned meeting of Members, the meeting is dissolved.

## **21. CHAIR OF MEETINGS OF MEMBERS**

- a) Subject to Articles 25(c) and 25(d) the President or, in the President's absence, the Vice President or in the absence of both the President and Vice President, a Director to be chosen by the Members present at the meeting and the proxies and attorneys who are present at the meeting representing Members, must chair each meeting of Members.
- b) If at a meeting of Members:
  - i. no person entitled to chair the meeting is present within 15 minutes after the time appointed for holding the meeting; or
  - ii. all of the persons entitled to chair the meeting who are present within 15 minutes of the time appointed for holding the meeting decline to chair all or part of the meeting,the Members who are present at the meeting and the proxies and attorneys who are present at the meeting representing Members shall (by majority vote) elect one of the Members who is present at the meeting to chair that meeting.
- c) The chair of a meeting of Members may, for any item of business at that meeting or for any part of that meeting, vacate their position as chair in favour of another person nominated by him or her.

## **22. CONDUCT OF MEETINGS OF MEMBERS**

Subject to the Corporations Act, the chair of a meeting of Members is responsible for the general conduct of that meeting in accordance with by-laws that may be made by the Board from time to time.

### **23. ATTENDANCE AT MEETING OF MEMBERS**

- a) Subject to this Constitution and any rights and restrictions of a class of Members, a Member who is entitled to attend and cast a vote at a meeting of Members, may attend and vote in person or by proxy or by attorney.
- b) The chair of a meeting of Members may require a person acting as a proxy at that meeting to establish to the chair's satisfaction that the person is the person who is duly appointed to act. If the person fails to satisfy this requirement, the chair may exclude the person from attending or voting at the meeting.
- c) A Director is entitled to receive notice of and to attend all meetings of Members and all meetings of a class of Members and is entitled to speak at those meetings.
- d) A person requested by the Board to attend a meeting of Members or a meeting of a class of Members is, regardless of whether that person is a Member or not, entitled to attend that meeting and, at the request of the chair of the meeting, is entitled to speak at that meeting.

### **24. AUTHORITY OF PROXIES**

- a) Unless otherwise provided in the document or resolution appointing a person as proxy of a Member, the person so appointed has the same rights to speak, demand a poll, join in demanding a poll or act generally at a meeting of Members to which the appointment relates, as the appointing Member would have had if that Member was present at the meeting.
- b) Unless otherwise provided in the document or resolution appointing a person as proxy of a Member, the appointment is taken to confer authority to:
  - i. vote on any amendment moved to a proposed resolution and on any motion that a proposed resolution not be put or any similar motion; and
  - ii. vote on any procedural motion, including any motion to elect the chair of the meeting of Members to which the appointment relates, to vacate the chair or to adjourn the meeting, even though the appointment may refer to specific resolutions and may direct the proxy how to vote on particular resolutions.
- c) Unless otherwise provided in the document or resolution appointing a person as proxy of a Member, the appointment is taken to confer authority to attend and vote at a meeting which is rescheduled, postponed or adjourned to another time or changed to another place, even though the appointment may refer to a specific meeting to be held at a specified time or place.

### **25. VOTING AT MEETING OF MEMBERS**

- a) Each Member has one vote, both on a show of hands and a poll, with the exception of any new Membership Status created under Article 7(d) that is determined under a By-Law to have no voting rights.
- b) A resolution put to the vote at a meeting of Members must be decided on a show of hands, unless a poll is demanded in accordance with Article 28 and that demand is not withdrawn.
- c) The Board may determine that Members entitled to attend and vote at a meeting of Members may vote at that meeting without the Member or any proxy appointed to represent that Member being present at that meeting (and voting in this manner is referred to in this Article 25(c) as direct voting). The Board may determine rules and procedures in relation to direct voting, including the class of Members entitled to cast a direct vote, the manner in which a direct vote may be cast, the

circumstances in which a direct vote will be valid and the effect of a Member casting both a direct vote and a vote in any other manner. Where a notice of meeting specifies that direct voting may occur by eligible Members, a direct vote cast by an eligible Member is taken to have been cast by that person at the meeting if the rules and procedures for direct voting determined by the Board (whether set out in the notice of meeting or otherwise) are complied with.

- d) Each Member having the right to vote on the resolution has one vote, provided that where a person is entitled to vote in more than one capacity, that person is entitled only to one vote.
- e) Subject to this Constitution and any rights or restrictions of a class of Members, on a poll at a meeting of Members, each person present at the meeting and having the right to vote on the resolution has, if they are a Member, one vote, and further has one vote for each Member that the person represents.
- f) Subject to this Constitution and any rights or restrictions of a class of Members, where the Board has determined other means (including electronic) permitted by law for the casting and recording of votes by Members on any resolution to be put at a meeting of Members, each Member having a right to vote on the resolution has one vote.
- g) An objection to a right to vote at a meeting of Members or to a determination to allow or disregard a vote at the meeting may only be made at that meeting (or any resumed meeting if that meeting is adjourned). Any objection pursuant to this Article 25(g) must be decided by the chair of the meeting of Members, whose decision, made in good faith, is final and conclusive.
- h) Except where a special resolution is required at a meeting of Members pursuant to the law, the resolution is passed if more votes are cast by Members entitled to vote in favour on the resolution than against it.
- i) In the case of an equality of votes on a resolution at a meeting of Members, whether on a show of hands or on a poll, the chair of that meeting shall have a casting vote on that resolution.
- j) Unless a poll is demanded and the demand is not withdrawn, a determination by the chair of a meeting of Members following a vote on a show of hands that a resolution has been passed or not passed, and an entry to that effect in the minute book of the Company shall be conclusive evidence of that fact, without proof of the number or proportion of the votes recorded in favour of or against the resolution.

## **26. VOTING BY REPRESENTATIVES**

- a) The validity of any resolution passed at a meeting of Members is not affected by the failure of any proxy to vote in accordance with directions (if any) of the appointing Member.
- b) If a proxy of a Member purports to vote in a way or in circumstances that contravene the Corporations Act, on a show of hands the vote of that proxy is invalid and the Company must not count it. If a poll is demanded, votes which the Corporations Act require a proxy of a Member to cast in a given way must be treated as cast in that way.
- c) Subject to this Constitution and the Corporations Act, a vote cast at a meeting of Members by a person appointed by a Member as a proxy is valid despite:
  - i. the revocation of the appointment (or the authority pursuant to which the appointment was executed); or
  - ii. the previous death or unsoundness of mind of the appointing Member,

provided that no notice in writing of that matter has been received by the Company before the commencement of that meeting.

## **27. RESTRICTIONS ON VOTING RIGHTS**

- a) The authority of a proxy for a Member to speak or vote at a meeting of Members to which the authority relates is suspended while the Member is present in person at that meeting.
- b) A Member is not entitled to vote on any resolution, either personally or by proxy, if:
  - i. the Member's membership has been forfeited or lapsed; or
  - ii. any Fee other amount due and payable to the Company in respect of that Member's membership of the Company has not been paid and is more than 60 days overdue.
- c) A Member is not entitled to vote on a resolution at a meeting of Members where that vote is prohibited by the Corporations Act or an order of a court of competent jurisdiction.
- d) The Company must disregard any vote on a resolution at a meeting of Members purported to be cast by a Member where that person is not entitled to vote on that resolution. A failure by the Company to disregard a vote on a resolution as required by this Article 27(d) does not invalidate that resolution or any act, matter or thing done at the meeting, unless that failure occurred by wilful default of the Company or of the chair of that meeting.

## **28. POLLS**

- a) A poll on a resolution at a meeting of Members may be demanded by a Member only in accordance with the Corporations Act or by the chair of that meeting.
- b) A poll demanded on a resolution at a meeting of Members for the adjournment of that meeting must be taken immediately. A poll demanded on any other resolution at a meeting of Members must be taken in the manner and at the time and place the chair of the meeting directs.

## **29. PROXIES**

A Member who is entitled to attend and vote at a meeting of Members may appoint a person as proxy to attend and vote for the Member in accordance with the Corporations Act but not otherwise.

## **30. RECEIPT OF APPOINTMENTS**

- a) An appointment of proxy for a meeting of Members is effective only if the Company receives the appointment (and any authority pursuant to which the appointment was signed or a certified copy of the authority) not less than 48 hours before the time appointed for the meeting to commence or (in the case of an adjourned meeting) resume.
- b) Where a notice of meeting specifies an electronic address or other electronic means by which a Member may give the Company a proxy appointment, a proxy given at that electronic address or by that other electronic means is taken to have been given by the Member and received by the Company if the requirements set out in the notice of meeting are complied with.

## **31. ADJOURNMENTS**

- a) The chair of any meeting of Members at which a quorum is present may at any time during the meeting, and shall if so directed by the meeting, adjourn the meeting or any business, motion, question or resolution being considered or remaining to be considered at the meeting or any discussion or

debate, either to a later time at the same meeting or to an adjourned meeting to be held at the time and place determined by the chair.

- b) If the chair of a meeting of Members exercises the right to adjourn that meeting pursuant to Article 31(a), the chair may (but is not obliged to) obtain the approval of Members to the adjournment.
- c) No person other than the chair of a meeting of Members may adjourn that meeting.

### **32. CANCELLATIONS AND POSTPONEMENTS**

The Company may by resolution of the Board cancel or postpone a meeting of Members or change the place for the meeting, prior to the date on which the meeting is to be held and in accordance with the Act.

## **DIRECTORS**

### **33. APPOINTMENT OF DIRECTORS**

- a) The Board shall be comprised of:
  - i. up to five (5) directors to be elected by postal or electronic vote in accordance with the procedure set out in Articles 50 and 54;
  - ii. up to two (2) directors appointed as External Directors by the Board itself.
- b) Each member of the Board has the right to attend and be heard at each meeting of the Board and each annual general meeting.
- c) Subject to article 35, each Member Director shall serve a term of four years commencing after the Annual General Meeting after appointment following the conclusion of the procedure set out in Article 54 and concluding after the Annual General Meeting held in the fourth calendar following the calendar year of appointment.
- d) 'No Director shall serve more than two terms of the Officer positions contained in Article 56 of the Constitution. '
- e) External Directors may be appointed by the Board to serve terms not exceeding four years (4) and six (6) months or such lesser period as the Board specifies but no External Director shall serve more than two consecutive terms.
- f) The Board shall fill any vacancy for an External Director no later than one (1) calendar month prior to an annual general meeting.

### **34. REMUNERATION AND BENEFITS OF DIRECTORS**

- a) The Company may pay or provide to a Director fees in an amount or value determined by the Members at a general meeting.
- b) Where a Director is not permitted to receive fees from the Company personally, the Company shall pay or provide amounts to the Director's employer by way of an honorarium to compensate the Director's employer for the release of the Director's time from his or her employment and making the Director available to serve as a director of the Company.

- c) The Company must pay all reasonable travelling, accommodation and other expenses that a Director properly incurs in attending meetings of the Board, committees of the Board, meetings of Members, or otherwise in connection with the business of the Company.
- d) Where a Director assumes duties additional to those of a director of the company from time to time the individual Director shall be paid an amount deemed reasonable by the Board for the performance of such duties.

### **35. TERMINATION OF OFFICE**

A person ceases to be a Director if the person:

- a) is a Member Director and they cease to be a Member;
- b) fails to attend two (2) consecutive Board meetings (either personally or by giving notice to the Company pursuant to Article 46(i)) without the consent of the Board;
- c) fails to personally attend three (3) consecutive Board meetings without the consent of the Board (even if the person gives notice to the Company pursuant to Article 46(i)) in relation to any or all of those meetings);
- d) resigns or retires by notice in writing to the Company;
- e) is not re-appointed on the expiry of their term in office;
- f) is removed from office pursuant to the Corporations Act;
- g) becomes Insolvent;
- h) becomes of unsound mind or a person whose property is liable to be dealt with pursuant to a law about mental health;
- i) is not permitted to be a director, or to manage a corporation, pursuant to the Corporations Act;
- j) is found guilty of an indictable offence or is disqualified from being a company director;
- k) is a Member Director and his or her membership subscription is overdue as contemplated by Article 15(b);
- l) is a Member Director and his or her membership is suspended.

### **36. INTERESTS OF DIRECTORS**

- a) A Director is not disqualified by reason only of being a Director (or of the fiduciary obligations arising from that office) from:
  - i. holding an office or place of profit or employment in any other company, body corporate, trust or entity promoted by the Company or in which it has an interest;
  - ii. being a member, creditor or otherwise being interested in any body corporate (including the Company), partnership or entity, except auditor of the Company;
  - iii. having a direct or indirect interest in any agreement or arrangement (including any proposed agreement or arrangement) with the Company; or
  - iv. acting in a professional capacity (or being a member of a firm which acts in a professional capacity) for the Company, except as auditor of the Company.



- b) Each Director must comply with the Corporations Act in relation to the disclosure of the Director's interests.
- c) A Director who has a material personal interest in a matter that is being considered at a Board meeting shall declare the relevant interest to the chair of the meeting.
- d) A Director with a material personal interest in a matter being considered at a meeting shall at all times be:
  - i. counted as part of the quorum for that meeting;
  - ii. able to participate in discussions on the matter in which that director has a personal material interest; and
  - iii. required to abstain from voting on the matter in which they have a personal material interest.

## **OFFICERS**

### **37. CHIEF EXECUTIVE OFFICER**

- a) The Board may from time to time appoint any person as the Chief Executive Officer of the Company, for any period and on any terms (including as to remuneration) as the Board resolves. Subject to any agreement between the Company and the Chief Executive Officer, the Board may vary or terminate the appointment of the Chief Executive Officer of the Company at any time, with or without cause.
- b) The Board may delegate any of its powers to the Chief Executive Officer of the Company for any period and on any terms (including the power to further delegate) as the Board resolves. The Board may revoke or vary any power delegated to the Chief Executive Officer.
- c) The Chief Executive Officer of the Company must exercise the powers delegated to him or her in accordance with any directions of the Board.
- d) The Chief Executive Officer of the Company shall be invited to attend Board meetings, annual general meetings and general meetings as and when required by the Board.

### **38. SECRETARY**

The Board may appoint one or more Secretaries, for any period and on any terms as the Board resolves. The Board may vary or terminate the appointment of a Secretary at any time, with or without cause.

### **39. INDEMNITY AND INSURANCE**

- a) To the extent permitted by law, the Company may, subject to Article 39(f) indemnify each Relevant Officer against a Liability of that person and the Legal Costs of that person.
- b) The indemnity referred to in Article 39(a):
  - i. is enforceable without the Relevant Officer having first to incur any expense or make any payment;
  - ii. is a continuing obligation and is enforceable by the Relevant Officer even though the Relevant Officer may have ceased to be an officer of the Company; and
  - iii. applies to Liabilities and Legal Costs incurred both before and after this Article became effective.

- c) To the extent permitted by law, the Company may, subject to Article 39(f) make a payment (whether by way of advance, loan or otherwise) to a Relevant Officer in respect of Legal Costs of that person, provided that the Relevant Officer shall be required to repay the same if the Legal Costs become costs for which the Company must not give an indemnity under section 199A of the Corporations Act.
- d) To the extent permitted by law and subject to Article 39(f) the Company may:
  - i. enter into, or agree to enter into; or
  - ii. pay, or agree to pay, a premium for,
    - a contract insuring a Relevant Officer against a Liability of that person and the Legal Costs of that person.
- e) To the extent permitted by law and subject to Article 39(f), the Company may enter into an agreement or deed with a Relevant Officer or a person who is, or has been, an officer of the Company or a subsidiary of the Company, pursuant to which the Company must do all or any of the following:
  - i. keep books of the Company and allow either or both that person and that person's advisers access to those books on the terms agreed;
  - ii. indemnify that person against any Liability and Legal Costs of that person;
  - iii. make a payment (whether by way of advance, loan or otherwise) to that person in respect of Legal Costs of that person; and
  - iv. keep that person insured in respect of any act or omission by that person while a Relevant Officer or an officer of the Company or a subsidiary of the Company, on the terms agreed (including as to payment of all or part of the premium for the contract of insurance).
- f) Articles 39(a) to 39(e) inclusive only apply in relation to Liabilities and Legal Costs to the extent and for the amount that the Relevant Officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including, in particular, an insurer under any insurance policy).

## **POWERS OF THE BOARD**

### **40. GENERAL POWERS**

- a) The Board has the power to manage the business of the Company and may exercise to the exclusion of the Company in general meeting all powers of the Company which are not, by the law or this Constitution, required to be exercised by the Company in general meeting or the Selection Committee.
- b) A power of the Board can only be exercised by a resolution passed at a meeting of the Board in accordance with Article 46, a resolution passed by signing a document in accordance with Article 45, or in accordance with a delegation of the power pursuant to Article 37, 43 or 44. A reference in this Constitution to the Company exercising a power by a resolution of the Board or by the Board determining a matter includes an exercise of that power in accordance with a delegation of the power pursuant to Article 37, 43 or 44.
- c) A power of the Board to resolve upon, prescribe or determine any matter may be exercised by the Board making, varying, amending, enlarging or revoking By-Laws in relation to that matter.

- d) Except for the appointment of Directors in accordance with Article 50(b)(iv), the Board is not required to act in accordance with any decision, view, guidance, wish, advice, direction or recommendation of or emanating from the Selection Committee.

#### **41. SPECIFIC POWERS**

Without limitation to the general powers conferred by Article 40 and the other powers conferred by this Constitution, the Board shall have the following powers on behalf of the Company:

- a) to establish Divisions anywhere in Australia or any place outside Australia, and to do all things necessary or incidental to the establishment of Divisions, including:
- i. determining the geographical area that a Division will represent (which may extend into more than one State, Territory or place);
  - ii. appointing the initial members of the Divisional Council for any Divisions that it establishes; and
  - iii. determining (either specifically in a particular instance or series of related instances, or generally) to which Division any Member shall be attached (or if a Member shall be determined to not be attached to a Division, how that Member shall be regulated);
- a) (b) to give directions to and otherwise control a Division;
- b) (c) to dissolve any Division and to amalgamate any Divisions;
- c) (d) to make, vary, amend, enlarge, revoke and repeal By-Laws, pronouncements, risk management statements, joint statements, professional schedules, regulations and codes ancillary to but not inconsistent with this Constitution to govern the procedures and activities of the Company, on all subjects not expressly reserved for the Selection Committee or the Company in general meeting, including the management, governance and administration of the Selection Committee and Divisions, including:
- i. the establishment of the Divisional Councils, the establishment of the Selection Committee and the setting of their rules and procedures in by-laws of the board that may be amended from time to time;
  - ii. the criteria and requirements for designation of Members into each Membership Status;
  - iii. special cases for admission as a Member;
  - iv. the maintenance of special membership lists by the Company;
  - v. any matter in relation to which the Board has a specific power (including a power to resolve, prescribe or determine) referred to elsewhere in this Constitution;
  - vi. the specific powers referred to elsewhere in this Constitution;
- d) In the event of the appointment of a Member Director by the Selection Committee pursuant to Article 50(b)(iv), to specify the date of commencement of office of the Member Director.

#### **42. EXECUTION OF DOCUMENTS**

The company shall execute documents in accordance with the Act.

#### **43. COMMITTEES AND DELEGATES**

The Board may appoint committees and delegate certain powers to the same in accordance with a By-law that may be amended from time to time.

#### **44. ATTORNEY OR AGENT**

- a) The Board may appoint any person to be attorney or agent of the Company for any purpose, for any period and on any terms (including as to remuneration) as the Board resolves. Subject to the terms of appointment of an attorney or agent of the Company, the Board may revoke or vary that appointment at any time, with or without cause.
- b) The Board may delegate any of their powers (including the power to delegate) to an attorney or agent. The Board may revoke or vary any power delegated to an attorney or agent.

### **PROCEEDINGS OF DIRECTORS**

#### **45. WRITTEN RESOLUTIONS OF DIRECTORS**

- a) Except where provided otherwise in this Constitution or by the Corporations Act the Board may pass a resolution without a Board meeting being held if notice in writing of the resolution is given to all Directors and a majority of the Directors entitled to vote on the resolution (not being less than the number required for a quorum at a meeting of Directors) sign a document containing a statement that they are in favour of the resolution set out in the document.
- b) A resolution pursuant to Article 45(a) may consist of several documents in the same form each signed by one or more Directors and is effective when signed by the last of the Directors constituting the majority of the Directors. A facsimile transmission or other document produced by electronic means under the name of a Director with the Director's authority is taken to be a document signed by the Director for the purposes of Article 45(a) and is taken to be signed when received by the Company in legible form.

#### **46. BOARD MEETINGS**

- a) Subject to this Constitution, the Board may meet, adjourn and otherwise regulate its meetings as it thinks fit.
- b) The Secretary of the Company must call a meeting of the Directors on the request of:
  - i. the President;
  - ii. a Vice President; or
  - iii. four (4) Directors.
- c) Notice of a Board meeting must be given to each Director (except a Director on leave of absence approved by the Board). Notice of a Board meeting may be given in person, or by post, fax or other electronic means.
- b) A Director may waive notice of a Board meeting by giving notice to that effect to the Company in person or by post or by telephone, fax or other electronic means.

- c) A person who attends a Board meeting waives any objection that person may have to a failure to give notice of the meeting.
- d) Anything done (including the passing of a resolution) at a Board meeting is not invalid because either or both a person does not receive notice of the meeting or the Company accidentally does not give notice of the meeting to a person.
- e) For the purposes of the Corporations Act, each Director, by consenting to be a Director or by reason of the adoption of this Constitution, consents to the holding of a Board meeting using any technology (or any combination of technologies) which permits each Director to communicate with every other participating Director. A Director may withdraw the consent given pursuant to this Article 46(g) in accordance with the Corporations Act.
- f) If a Board meeting is held in two (2) or more places linked together by any technology consented to by all Directors or any combination of any such technologies:
  - i. a Director present at one of the places is taken to be present at the meeting unless and until the Director states to the chair of the meeting that the Director is discontinuing his or her participation in the meeting; and
  - ii. the chair of that meeting may determine at which of those places the meeting will be taken to have been held, provided that at least one of the persons present at the meeting was at that place for the duration of the meeting.
- g) If, due to any unforeseen circumstances a Director is unable to attend or vote at any meeting of the Board then that Director may by signed notice to the Company authorise any other Director to vote for that Director on all questions arising at such meeting or upon any particular question arising at such meeting.
- h) Until otherwise determined by the Board, a quorum for a Board meeting is half plus one of the current Directors entitled to vote on a resolution that may be proposed at that meeting. A quorum for a Board meeting must be present at all times during the meeting.

#### **47. CHAIR OF BOARD MEETINGS**

At all meetings of the Board the President shall preside or, in the President's absence, a Vice President (chosen by the Directors present, if more than one Vice President is present) as chair. In the absence of the President and Vice Presidents at a Board meeting, the Board may elect a Director as chair of that meeting.

#### **48. BOARD RESOLUTIONS**

- a) A resolution of the Board is passed if more votes are cast by Directors entitled to vote in favour of the resolution than against it.
- b) Subject to Article 36 and this Article 48, each Director present at a Board meeting (Voting Director) has one vote on a matter arising at that Board meeting and has an additional vote for each other Director (Absent Director) who has authorised the Voting Director to vote for the Absent Director at that Board meeting pursuant to Article 46(i).
- c) Subject to the Corporations Act, in case of an equality of votes on a resolution at a Board meeting, the chair of that meeting has a casting vote on that resolution in addition to any vote the chair has in his or her capacity as a Director in respect of that resolution, provided that the chair is entitled to vote on the resolution and that a quorum of Directors is present and entitled to vote on the resolution.

#### **49. VALID PROCEEDINGS**

- a) An act at any Board meeting or a committee of the Board or an act of any person acting as a Director is not invalidated by:
  - i. a defect in the appointment or continuance in office of a person as a Director, a member of the committee or of the person so acting; or
  - ii. a person so appointed being disqualified or not being entitled to vote,if that circumstance was not known by the Board, committee or person (as the case may be) when the act was done.
- b) The continuing Directors may act notwithstanding any vacancy in their number, provided that not less than three (3) Directors continue in office. If there are less than three (3) Directors continuing in office, the Board must not act except in emergencies or to appoint Directors up to the minimum of three (3) Directors or to call and arrange to hold a meeting of Members.

### **SELECTION COMMITTEE**

#### **50. APPOINTMENT AND POWERS OF THE SELECTION COMMITTEE**

- a) The Board may appoint and from time to time re-appoint a Selection Committee which shall be comprised of:
  - i. the President;
  - ii. one person, who may or may not be a Member, appointed by the Board based on his or her experience in selecting or screening candidates for Board positions;
  - iii. one person who may or may not be a Member and who has not been a Director of the Company at any time during the preceding three (3) years.
- b) Subject to this Constitution and the By-Laws the Selection Committee shall have the following powers:
  - i. to receive from the Secretary nominations of candidates for election to the Board whenever vacancies occur;
  - ii. to seek such further nominations of candidates for election to the Board as the Selection Committee considers appropriate;
  - iii. to make inquiries and conduct due diligence reviews in relation to candidates for election to the Board for the purpose of making recommendations to the Members;
  - iv. to provide to the Returning Officer appointed pursuant to Article 54 recommendations to the Members in respect of a number of candidates for election to the Board equalling the number of vacancies which have arisen or will arise following a forthcoming annual general meeting;
  - v. to conduct such other activities incidental to the exercise of its powers under this Article 50(b) as the Selection Committee considers appropriate;

- vi. if requested by the Board (but not otherwise) to endorse the appointment of a replacement Director who shall serve the remaining part of the term of any Director who dies or whose appointment has otherwise ceased for any reason other than expiry of his or her term of appointment.
- c) The Selection Committee will have no powers other than those conferred by Article 50(b).
- d) The Selection Committee will have no power or authority to:
  - i. bind, instruct or direct the Board on any matter;
  - ii. appoint External Directors or remove directors of the Company.

**Clause 51 has been deleted.**

## **52. TERMINATION OF OFFICE**

- a) The office of any Selection Committee member shall ipso facto be vacated if:
  - i. the Selection Committee member is required to be a Member and ceases to be a Member;
  - ii. the Selection Committee member resigns by notice in writing to the Company;
  - iii. the Selection Committee member becomes Insolvent;
  - iv. the Selection Committee member becomes of unsound mind or a person whose person or estate is dealt with in any way under the laws relating to mental health;
  - v. the Selection Committee member is required to be a Member and the Selection Committee Member's membership is suspended;
  - vi. the Selection Committee member is required to be a Member and the Selection Committee member's membership subscription is overdue for 60 days or more; or
  - vii. the Selection Committee is reconstituted by the Board without the re-appointment of that Selection Committee member.
- b) Any casual vacancy occurring on the Selection Committee may be filled by the Board appointing a succeeding Selection Committee member.

## **ELECTIONS**

### **53. CASUAL VACANCY ON THE BOARD**

If a Director dies or otherwise ceases to be a Director for any reason specified in Article 35, the Board may at its election either leave the position vacant or request the Selection Committee to endorse a replacement Director, who shall serve the balance of the previously remaining term of the former Director, and upon such endorsement by the Selection Committee the Board may so appoint the replacement Director.

#### 54. CONDUCT OF ELECTIONS BY BALLOT

- a) The Board shall appoint a Returning Officer from time to time to conduct elections of candidates for appointment to the Board in advance of an annual general meeting, whenever the term of an existing Director expires by effluxion of time or a vacancy exists which has not been filled in accordance with Article 53.
- b) Subject to the By-Laws the Returning Officer shall have all powers necessary and incidental to the conduct of elections of candidates to the Board including to:
  - i. receive reports from the Selection Committee in relation to candidates recommended for election by the Selection Committee;
  - ii. appoint electoral officers, independent experts or independent observers to assist the Returning Officer with the conduct of elections;
  - iii. determine the successful candidates and the outcome of elections;
  - iv. seek advice from the Board in relation to the conduct of elections as he or she sees fit;
  - v. report to the Members in general meeting and declare the outcome of elections of Directors.
- c) Not less than 21 days prior to any general meeting following which the term of any current Director will expire, the Returning Officer shall seek the approval of Members for the appointment of each candidate for appointment to the Board who has been recommended by the Selection Committee, on the basis that:
  - i. Members shall be given notice of the election and invited to approve, disapprove or abstain from expressing an opinion separately in relation to each candidate;
  - ii. Members shall be provided with a copy or confirmation of the recommendations made by the Selection Committee;
  - iii. notice of elections and supporting documentation shall be provided to Members, and Members shall be invited to vote, either by mail or electronically;
  - iv. votes must be cast no later than seven (7) days prior to the ensuing general meeting;
  - v. only candidates who receive more votes of approval than disapproval shall be declared to be elected.
- d) The Returning Officer shall declare the results of each election of Directors at the ensuing general meeting.
- e) Subject to Article 54(b) the Returning Officer will have no power or authority to:
  - i. bind, instruct or direct the Board on any matter;
  - ii. appoint or remove Directors of the Company.
- f) Subject to the Corporations Act, decisions and determinations of the Returning Officer are final and binding and are not subject to review or appeal.



## **DIVISIONAL COUNCILS**

### **55. BOARD'S POWER TO CREATE DIVISIONAL COUNCILS**

- a) The Board may create Divisions in accordance with a By-Law of the Board that contains the rules and procedures for a division. Such a By-Law may be amended from time to time.
- b) The Board may dissolve or amalgamate Divisions by resolution of not less than 75% of Directors present at a Board meeting.
- c) The Board may dismiss any or all of the Divisional Councillors.
- d) The Divisions in existence up to and including the Amending Date are:
  - i. New South Wales
  - ii. Queensland
  - iii. South Australia
  - iv. Tasmania
  - v. Victoria
  - vi. Western Australia
- e) The Divisions in existence on the day immediately following the Amending Date are the Divisions in existence on the Amending Date.

## **PRESIDENT AND OTHER OFFICERS**

### **56. APPOINTMENT OF PRESIDENT, VICE-PRESIDENT AND TREASURER**

- a) The Board shall elect from among the Member Directors:
  - i. President
  - ii. Vice President
  - iii. Treasurer
- b) The Board may assign fields of responsibility between the President, Vice President, Treasurer and other members of the Board as it sees fit.
- c) In the event of a casual vacancy in any office referred to in Article 56(a) the Board appoint one of their number to the vacant office for the remainder of the term of the officer being replaced.

## **NOTICES**

### **57. NOTICES TO MEMBERS**

- a) The Company may give Notice to a Member by any of the following means in the Board's discretion:
  - i. delivering it to that Member;

- ii. delivering it or sending it by post to the address of the Member in the Register or the alternative address (if any) nominated by that Member for that purpose;
  - iii. sending it to the fax number or electronic address (if any) nominated by that Member or person for that purpose; or
  - iv. any other means permitted by the Corporations Act.
- b) The Company must send all documents to a Member whose address for Notices is not within Australia by air-mail, air courier, fax or electronic transmission.
  - c) Any Notice required or allowed to be given by the Company to one or more Members by advertisement is, unless otherwise stipulated, sufficiently advertised if advertised once in a daily newspaper circulating in the states and territories of Australia and published on the Company's website.

## **58. NOTICE TO DIRECTORS**

The Company may give Notice to a Director by:

- a) delivering it to that person;
- b) sending it by post to the usual residential address of that person or the alternative address (if any) nominated by that person for that purpose;
- c) sending it to the fax number or electronic address (if any) nominated by that person for that purpose; or
- d) any other means agreed between the Company and that person.

## **59. NOTICE TO THE COMPANY**

A person may give Notice to the Company by:

- a) delivering it or sending it by post to the registered office of the Company, and marking it for the attention of the Secretary;
- b) delivering it or sending it by post to a place nominated by the Company for that purpose, and marking it for the attention of the Secretary;
- c) sending it to the fax number at the registered office of the Company nominated by the Company for that purpose, and marking it for the attention of the Secretary;
- d) sending it to the electronic address (if any) nominated by the Company for that purpose; or
- e) any other means permitted by the Corporations Act.

## **60. TIME OF SERVICE**

- a) A Notice sent by post or air-mail is taken to be given on the day after the date it is posted.
- b) A Notice sent by fax or other electronic transmission is taken to be given when the transmission is sent provided that in the case of notice to the Company or a Director, the sender meets any action required by the recipient to verify the receipt of the document by the recipient.
- c) A Notice given by notifying that Member of the availability of Notice of meeting of Members by an electronic means nominated by the Member for that purpose is taken to be given on the day after the date on which the Member is notified that the Notice of meeting of Members is available.

- d) A certificate by a Director or Secretary to the effect that a Notice by the Company has been given in accordance with this Constitution is conclusive evidence of that fact.

## **61. NOTICE REQUIREMENTS**

The Board may specify, generally or in a particular case, requirements in relation to Notices given by any electronic means, including requirements as to:

- a) the classes of, and circumstances in which, Notices may be sent;
- b) verification (whether by encryption code or otherwise); and
- c) the circumstances in which, and the time when, the Notice is taken to be given.

## **WINDING UP**

### **62. LIABILITY OF MEMBERS**

Each Member undertakes to contribute an amount not exceeding \$10.00 to the property of the Company if the Company is wound up at a time when that person is a Member, or within one year of the time that person ceased to be a Member, for:

- a) payment of the Company's debts and liabilities contracted before that person ceased to be a Member;
- b) payment of the costs, charges and expenses of winding up the Company; and
- c) adjustment of the rights of the contributories among themselves.

### **63. WINDING UP**

On a winding up of the Company, any surplus assets of the Company remaining after the payment of its debts must not be paid to or distributed among the Members, but must be given or transferred to:

- a) one or more bodies corporate, associations or institutions selected by the Members by resolution at or before the dissolution of the Company, having objects similar to the objects of the Company; or
- b) if there are no bodies corporate, associations or institutions which meet the requirements of Article 63(a) to one or more bodies corporate, associations or institutions selected by the Members by resolution at or before dissolution of the Company, the objects of which are the promotion of charity and gifts which are allowable deductions pursuant to the Income Tax Assessment Act 1997 (Cth); or
- c) if the Members do not make a selection pursuant to Article 63(a) or 63(b) for any reason, to one or more bodies corporate, associations or institutions meeting the requirements of either Article 63(a) or 63(b) selected by the Board, subject to Board obtaining court approval pursuant to the Corporations Act to exercise this power.

## **TRANSITIONAL**

### **64. TRANSITIONAL PROVISION**

- a) Persons holding the offices of Director, President, Vice President, Secretary, Treasurer, Chief Executive Officer, Divisional Councillor, Divisional President or Divisional Vice President immediately before the Amending Date by reason of their appointment to those offices in accordance with the constitution of the Company in force immediately before the Amending Date shall be taken, for the purposes of this Constitution:
  - i. to continue to hold those offices following the Amending Date and to have been appointed to those offices in accordance with the provisions of this Constitution;
  - ii. to have vacated (and be scheduled to vacate) those offices six (6) days after the annual general meeting immediately following the Amending Date.
- b) Any Divisions existing immediately before the Amending Date shall be taken, for the purposes of this Constitution, to have been established in accordance with Article 55(a).
- c) Any group or body determined by the Board (existing immediately before the Amending Date) to be entitled to have a Divisional Councillor representing that group or body immediately before the Amending Date shall be taken, for the purposes of this Constitution, to have been the subject of a similar determination by the Board pursuant to Article 41(a)(ii).
- d) A delegation by the Board (which delegation exists immediately before the Amending Date) of any of its powers pursuant to the constitution of the Company in force immediately before the Amending Date shall be taken, for the purposes of this Constitution, to the extent that such delegation does not expire before the Amending Date, to have been made by the Board in accordance with Article 43.
- e) An obligation owed to or by a person (including the Company) under any provision of the constitution of the Company in force immediately before the Amending Date will not be effected by the enactment of this Constitution and will continue to be owed to or by that person until it is satisfied.
- f) The Inaugural Board shall meet within three (3) calendar months of the Amending Date for the purpose of appointing the Selection Committee.
- g) The Selection Committee must convey in writing to the Inaugural Board its recommendations in relation to the endorsement of candidates for election to the First Elected Board within six (6) months of the Amending Date.
- h) The Inaugural Board shall convey to the Returning Officer a list of candidates for election to the First Elected Board, be they endorsed by the Inaugural Board or otherwise, as soon as practicable but preferably after the Inaugural Board receives the recommendations of the Selection Committee contemplated by Article 64(g).
- i) The Returning Officer shall conduct and complete an election by ballot of six (6) Members to take office on the First Elected Board of the Company in accordance with Article 54 and no later than nine (9) months after the Amending Date:
  - i. three (3) of whom shall be appointed by the First Elected Board for a term concluding six (6) days after the annual general meeting held in the second calendar year following their appointment (“Half Transitional Term”); and

- ii. three (3) of whom shall be appointed by the First Elected Board for a term concluding six (6) days after the annual general meeting held in the fourth calendar year following their appointment (“Full Transitional Term”).
- j) Unless otherwise agreed by the Directors of the First Elected Board, the Directors for whom the three highest total votes have been cast shall be appointed for the Full Transitional Term and the remaining Directors shall be appointed for the Half Transitional Term.
- k) All of the above transitional provisions will become null and void and therefore cease to exist following the Annual General Meeting in October 2016.