

VESPIIA CONSTITUTION



CHARITABLE PURPOSE

The Veterans, Emergency Services & Police Industry Institute Australia (VESPIIA) is established as a not-for-profit charitable organisation with the primary purpose of advancing the security and safety of Australia and the Australian public. This is achieved by supporting individuals, staff, volunteers, and organisations that deliver services to veterans, emergency services personnel, police, and their families. VESPIIA contributes to public discourse by promoting or opposing changes to laws, policies, or practices, where such advocacy furthers its charitable objectives. All activities undertaken by VESPIIA are directed towards achieving these charitable objectives and are conducted in accordance with the requirements set out by the ACNC.

1. NATURE OF THE COMPANY

- a. This Company is a not-for-profit public company limited by guarantee which is established to be, and to continue as, a charity.
- b. The name of the Company is VESPIIA Limited.
- c. The Company does not have the power to issue shares.

2. DEFINITIONS AND INTERPRETATION

2.1 Definitions

The following definitions apply in this Constitution unless the context requires otherwise. *See Appendix 2 for a full list of definitions from the Constitution, By-Laws and Policies.

2.2 Interpretation

In this Constitution, unless the context requires otherwise:

- a. the singular includes the plural and vice versa;
- b. a gender includes the other genders;
- c. headings are used for convenience only and do not affect the interpretation of this Constitution;
- d. other grammatical forms of a defined word or expression have a corresponding meaning;
- e. a reference to a document is to that document as amended, novated, supplemented, extended or restated from time to time;
- f. if something is to be or may be done on a day that is not a Business Day then it must be done on the next Business Day;
- g. "person" includes a natural person, partnership, body corporate, association, joint venture, governmental or local authority, and any other body or entity whether incorporated or not;
- h. "month" means calendar month and "year" means 12 consecutive months;
- i. a reference to all or any part of a statute, rule, regulation or ordinance (statute) is to that statute as amended, consolidated, re-enacted or replaced from time to time;
- j. "include", "for example" and any similar expressions are not used, and must not be interpreted, as words of limitation;
- k. money amounts are stated in Australian currency unless otherwise specified;
- l. a reference to any agency or body that ceases to exist, is reconstituted, renamed or replaced, or has its powers or functions removed (defunct body) is to the agency or body that performs most closely the powers or functions of the defunct body; and
- m. any expression in a provision of this Constitution that relates to a particular provision of the Corporations Act has the same meaning as in that provision of the Corporations Act.

2.3 Replaceable rules

The replaceable rules contained in the Corporations Act are displaced under section 135(2) of the Corporations Act and do not apply to the Company.

2.4 Compliance with legislation

This Constitution is subject to the Corporations Act and where there is any inconsistency between a clause of this Constitution and the Corporations Act which is not permissible under the Corporations Act, the Corporations Act prevails to the extent of the inconsistency. While the Company is registered under the ACNC Act, this Constitution is also subject to the ACNC Act. Where there is any inconsistency between a clause of this Constitution and the Corporations Act or the ACNC Act (as applicable) which is not permissible under those Acts, those Acts prevail to the extent of the inconsistency, and if there is any doubt, the highest standard applies.

2.5 Transitional

Everything done under this Constitution of the Company continues to have the same operation and effect after the adoption of any successor Constitution as if properly done under that Constitution.

3. OBJECTS AND POWERS OF THE COMPANY

a. The Objects for which the Company is established are to:

- To recognise and respect Aboriginal and Torres Strait Islander peoples' history and contribution to service and promote the needs and wellbeing of Service Members and their families within the Sector;
- To lead conversation and representation of the interests of underrepresented groups including, but not limited to, women, families, people living with a disability and LBGTIQA+ in the Sector;
- To provide advice concerning the operation and development of ESOs & VSOs;
- To foster and strengthen the community perception of the issues, concerns and challenges facing the organisations supporting Service Members and their families;
- To advance the professional interests of Members, and to collect and store historical information about Members for recognition purposes;
- To foster and strengthen the technical knowledge and professionalism of persons working professionally in the disciplines involved in supporting Service Members and their families;
- To encourage and facilitate collaboration and co-operation amongst Members of the Company;
- To provide for and encourage education and training in the disciplines involved in developing organisations, programs and support mechanisms within the Sector;
- To provide a forum for the exchange of knowledge and views relating to the issues in and affiliated with the Sector;
- To harness the industry's collective knowledge on issues affecting the industry and to collect and disseminate information concerning the Sector;
- To form and maintain a library or libraries containing resources, books, research and other publications of interest to our Members;



- To provide national and international leadership for the advancement of research and development, social and economic benefits of the work provided within the Sector;
- To take all lawful steps to assist the passage of legislation and to enter into any negotiation or arrangement with any government or authorities, Commonwealth, State, Municipal, Local or otherwise that may be deemed conducive to the Objects of the Company;
- To support or oppose any legislation which might affect the Company's interests or the interests of Service Members; and
- To deliver accountability and good corporate governance of the Company to the Members.

b. The Company has all the powers of a company set out in the Corporations Act. The Company may use its powers to do:

- i. anything which it considers will advance or achieve the Objects; and
- ii. all other things that are incidental or conducive to carrying out the Objects.

4. POLICY

The policy of the Company must be non-sectarian and non-party political, and the Company will have no position in public affairs except with matters concerning the Sector, Service Members and their families.

No Member, except as authorised by the Board, may make public statements purporting to represent the views, attitudes, or official positions of the Company or take individual action purporting to be taken on behalf of the Company on any matter affecting the Company or its affairs.

5. ASSETS AND INCOME OF THE COMPANY

- a. Subject to clause 5(b), all assets, income and profits of the Company must be applied solely towards the promotion of the Objects, and no portion of the Company's assets, income or profits may be:
 - i. paid or distributed directly or indirectly by way of dividend, bonus or otherwise to any Member; or
 - ii. paid as fees or otherwise to any Director except in accordance with clause 5(b).
- b. Nothing in this Constitution prevents the Company from making a payment approved by the Members or the Board:
 - i. for out-of-pocket expenses properly incurred by a Director in attending meetings of Directors, general meetings and committee meetings and otherwise performing duties as Director;
 - ii. as bona fide compensation for a service rendered to the Company by a Director or Member in a professional or technical capacity (other than in the capacity as a Director), where the amount payable is commercially reasonable;
 - iii. of remuneration payable to executive Directors (if any) calculated on a commercial basis and fixed by the Board from time to time but must not be a distribution of, commission on, or a percentage of, profits or operating revenue;
 - iv. in good faith to any Member for goods supplied in the ordinary course of business; and
 - v. in respect of the indemnification of, or payment of premiums on contracts of insurance for, any Director, in accordance with clause 24.

6. MEMBERSHIP

6.1 Number of Members

The number of Members of the Company is unlimited.

6.2 Initial Members

- a. On the date of adoption of this Constitution, the persons listed in Schedule 1 will be the initial Members of the Company.
- b. The initial Members of the Company are Full Members.
- c. The Board may admit further persons as Members of the Company in accordance with this Constitution.

6.3 Membership classes

The Members of the Company will consist of:

- a. Full Members; and
- b. Associate Members.

6.4 Membership requirements and undertaking

- a. Every Member must:
 - i. meet the applicable eligibility requirements in clause 6.6 or clause 6.7;
 - ii. be approved for membership in accordance with clause 7.1; and
 - iii. fulfil their obligations under this Constitution.
- b. Every Member undertakes to the best of their ability to:
 - i. comply with this Constitution and any regulations, policies or standards of the Company in force from time to time; and
 - ii. promote the Objects, interests and standing of the Company.

6.5 Liability of Members and undertaking

- a. The liability of Members is limited to the amount of the guarantee in clause 6.5(b).
- b. Each Member undertakes to contribute an amount of \$10 to the property of the Company if the Company is wound up while the Member is a Member or within one year after the Member ceases to be a Member, for:
 - i. payment of the Company's debts and liabilities incurred before the time at which the Member ceased to be a Member;
 - ii. the costs, charges and expenses of winding up; and
 - iii. for the adjustment of rights of the contributories among themselves.

6.6 Full Members - eligibility and membership rights

- a. To be eligible as a Full Member, a person must in the Board's opinion have the educational and practical experience prescribed by the Code of Membership.
- b. A Full Member has the right to:
 - i. receive notices from the Company;
 - ii. attend, request the convening of, vote at and be heard at all general meetings of the Company;
 - iii. be elected to, or hold office on, the Board; and
 - iv. subject to the Board's discretion, be appointed or have its Representative appointed, as applicable to any committee, working party or similar representative body of the Company or the Board, with or without a determinative vote.

6.7 Associate Members - eligibility and membership rights

- a. To be eligible as an Associate Member, a person must in the Board's opinion satisfy the requirements for Associate Members in the By-Laws.
- b. Except as set out below and as otherwise expressly provided in this Constitution, an Associate Member has all the rights and benefits, and must comply with all the obligations, of Full Members.

- c. An Associate Member:
 - i. has the right to receive notices from the Company;
 - ii. may attend all general meetings of the Company;
 - iii. does not have the right to request the convening of or to vote at or be heard at general meetings of the Company;
 - iv. does not have the right to be elected to, or hold office on, the Board; and
 - v. subject to the Board's discretion, may be appointed or have its Representative appointed, as applicable to any committee, working party or similar representative body of the Company or the Board, with or without a determinative vote.

6.8 Associate Members - eligibility and membership rights

- a. A Member that is an organisation must by notice in writing to the Secretary appoint a natural person to act as its Representative:
 - i. i. in all matters as permitted by the Corporations Act and subject to any restrictions on the Representative's powers imposed by the Member; and
 - ii. provided that the appointment is not valid until it has been approved by the Board, such approval not to be unreasonably withheld.
- b. A Member may at any time by notice in writing to the Secretary replace its Representative.
- c. A certificate executed by the appointing Member is rebuttable evidence of the appointment or removal (as applicable) of a Representative.
- d. Subject to this Constitution, a Representative is entitled to:
 - i. exercise at a general meeting all the powers which its appointing Member could exercise if it were a natural person; and
 - ii. be counted towards a quorum on the basis that the Member will be deemed Present at a general meeting by its Representative; and
 - iii. be nominated as a Director of the Company
- e. Where:
 - i. a Representative's appointment has been revoked; and
 - ii. the Secretary has not received written notice of the revocation prior to a general meeting, any vote given at the relevant meeting in accordance with the terms of instrument appointing the Representative is valid.
- f. The Board may, in its sole discretion, by resolution withdraw its approval of a Representative, if it believes on reasonable grounds that it is in the interests of the Company to do so

7. APPLICATION FOR AND CESSATION OF MEMBERSHIP

7.1 Application for membership

- a. Except for the initial Members in accordance with clause 6.2, every application for membership of the Company must:
 - i. a Representative's appointment has been revoked; and
 - ii. the Secretary has not received written notice of the revocation prior to a general meeting, any vote given at the relevant meeting in accordance with the terms of instrument appointing the Representative is valid.
- b. Within a reasonable period of receipt of a membership application, the Board will consider the application and will, in its absolute discretion without having to provide reasons:

- i. approve or reject the applicant and (if applicable) determine the class of membership; or
- ii. decide to request an applicant to supply any evidence of eligibility that the Board considers reasonably necessary.
- c. An applicant will be admitted to membership of the Company:
 - i. as a Full Member, if a majority of the Directors entitled to vote at the meeting vote to admit the applicant as a Full Member; and
 - ii. as an Associate Member, if a majority of the Directors entitled to vote at the meeting vote to admit the applicant as an Associate Member.
- d. If the Board rejects a membership application, the Secretary must, as soon as practicable, notify the applicant in writing that the application has been rejected.
- e. If the Board approves a membership application, the Secretary must, as soon as practicable:
 - i. notify the applicant in writing of the approval for membership and the class of membership; and
 - ii. request payment of the applicant's entrance fee (if any), all or part of the Annual Fee (as determined by the Board) and any special fee within 14 days after the date the applicant is notified of acceptance.
- f. If an amount due under clause 7.1(e)(ii) is not paid by the due date, the Board may cancel the approval of the membership application.
- g. The Secretary must, within 30 days after a membership application is approved by the Directors, enter the applicant's name in the Register in accordance with clause 8.

7.2 Membership fees

- a. The entrance fee for membership and Annual Fee payable by each class of Members will be determined by the Board from time to time.
- b. Except for the first Annual Fee payable by a new Member in accordance with clause 7.1(e)(ii), all Annual Fees (if any) are due and payable in advance on 1 July each year or as otherwise determined by the Board from time to time.

7.3 Failure to pay membership fees

- a. If any amount owing under clause 7.2 remains unpaid for a period of 30 days after it falls due, the Secretary may send a notice to the Member requiring payment of the outstanding amount within 14 days of the date of the notice.
- b. If the amount is not paid within this 14 day period then subject to clause 7.3(c), the Member will at the end of the period automatically and without further notice cease to be a Member.
- c. The Board may, in its absolute discretion do any of the following:
 - i. extend the time period within which a Member is required to pay an outstanding amount under this clause 7.3;
 - ii. before the expiry of the period set out in clause 7.3(a), determine that clause 7.3(b) is not to apply to a Member; and
 - iii. reinstate the Member on payment of all arrears of amounts owing under clause 7.2.
- d. This clause 7.3 does not apply to the cancellation of an approval of a membership application under clause 7.1(f).

7.4 No transfer of membership

A right, privilege or obligation of a person by reason of membership:

- a. is not capable of being transferred or transmitted to another person; and
- b. terminates upon the cessation of membership.

7.5 Removal of member by resolution

A Member may cease to be a Member in accordance with the By-Laws at a duly convened at a duly convened meeting of Members if:

- a. At least two month's written notice of the resolution to remove the Member (Subject Member) is given to all Members stating the reason for removal;
- b. If within 28 days of the service of notice under clause 7.5(a) the Subject Member serves on the Company a statement addressing the reason for removal, that statement must be included in the notice of meeting convening the meeting to remove the Subject Member; and
- c. The resolution to remove the Subject Member is passed by Special Majority, noting that the Subject Member shall not be entitled to a vote on the resolution.

7.6 Cessation of membership

- a. A Member will cease to be a Member:
 - i. if the Member resigns by notice in writing to the Secretary, on the date specified in the notice or otherwise the date the notice is received by the Secretary;
 - ii. if their membership is cancelled in accordance with clause 7.3 or 7.5;
 - iii. where the Member is an individual, if the Member:
 - 1. dies;
 - 2. becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
 - 3. is convicted of an indictable offence;
 - iv. where the Member is an organisation, if it is deregistered or otherwise ceases to be an organisation; or
 - v. if the Member is the subject of an Insolvency Event.
- b. Any Member ceasing to be a Member:
 - i. will have its name removed from the Register;
 - ii. is not be entitled to any refund (or part refund) of any Annual Fee or other fee already paid; and
 - iii. will remain liable for and must pay to the Company all fees and any other amounts which were due to the Company at the date of ceasing to be a Member.

8. REGISTER OF MEMBERS

- a. The Secretary must keep and maintain a Register containing:
 - i. the name and address of each Member;
 - ii. the class of membership of each Member;
 - iii. the date on which each Member's name was entered into the Register;
 - iv. the name and date of appointment of each Representative; and
 - v. any other information required by law.
- b. The Register is available for inspection free of charge by any Member upon request.
- c. A Member may make a copy of entries in the Register.

9. GENERAL MEETINGS

9.1 Annual general meetings

- a. The Company must hold an annual general meeting within 18 months after the date of its registration.
- b. After the first annual general meeting, the Company must hold an annual general meeting once in each calendar year and no later than 5 months after the end of each Financial Year.
- c. The annual general meeting must be held at the place that the Board sets for the meeting.

9.2 Business at annual general meeting

Even if these items are not set out in the notice of meeting under clause 9.7, the business of an annual general meeting may include:

- a. reviewing the Company's activities and finances since the last preceding annual general meeting;
- b. confirming the minutes of the last preceding annual general meeting and of any other general meeting held since the last annual general meeting;
- c. unless for the preceding Financial Year the Company was a Small Company Limited By Guarantee, considering the annual report; Directors' report; and the auditor's report (if any);
- d. electing Directors;
- e. (where relevant) appointing the auditor and fixing the remuneration of the auditor; and
- f. transacting any other business which under this Constitution, the ACNC Act or the Corporations Act may properly be brought before the meeting.

9.3 Power of Directors to convene general meeting

- a. The Board may convene a general meeting of the Members whenever it thinks fit, at any place it thinks fit.
- b. The Board must, in accordance with clause 9.4, convene a general meeting of Members on the request of Members with at least 5% of the votes that may be cast at a general meeting.
- c. Subject to the Corporations Act (if applicable), the Board may cancel or postpone any general meeting or change its venue by giving notice to all persons to whom the notice of the original meeting was given, but may not cancel a general meeting which was called or requested by persons other than the Directors, without the prior written consent of those persons.

9.4 Power of Members to convene a general meeting

- a. Members with at least 5% of the votes that may be cast at a general meeting may call, and arrange to hold, a general meeting.
- b. As far as reasonably practicable, a general meeting under this clause 9.4 must be called in the same way in which general meetings of the Company are called.
- c. The Members calling the general meeting must pay the expenses of calling and holding it under this clause 9.4.

9.5 Holding meetings of Members

- a. Subject to any applicable law, the Company may hold a meeting of Members:
 - i. at a physical venue;
 - ii. at one or more physical venues and virtually using Meeting Technology;
 - iii. virtually, using Meeting Technology only; or
 - iv. in any other way permitted by the Corporations Act.
- b. The Company must give the Members entitled to attend the meeting, as a whole, a reasonable opportunity to participate in the meeting, however it is held.



- c. A Member, or a proxy, attorney or representative of a Member, who attends the meeting (whether at a physical venue or virtually by using Meeting Technology) is taken for all purposes to be Present at the meeting while so attending.
- d. If, before or during a meeting of Members, any technical difficulty occurs, such that the Members as a whole do not have a reasonable opportunity to participate, the Chairperson of the meeting may:
 - i. adjourn the meeting until the technical difficulty is remedied; or
 - ii. subject to the Corporations Act, where a quorum remains Present and able to participate, continue the meeting.
- e. Where a general meeting is held only virtually using Meeting Technology:
 - i. the place for the meeting is taken to be the address of the Office; and
 - ii. the time for the meeting is taken to be the time at that place.

9.6 Members' resolutions at a general meeting

- a. Members with at least 5% of the votes that may be cast on a resolution may give the Company notice of a resolution they propose to move at a general meeting.
- b. The notice under clause 9.6(a) must:
 - i. be in writing;
 - ii. set out the wording of the proposed resolution; and
 - iii. be signed by the Members proposing to move the resolution.
- c. If the Company has been given notice of a Members' resolution under clause 9.6(a), the resolution must be considered at the next general meeting of the Company that occurs more than 2 months after the notice is given.

9.7 Notice of general meetings

- a. Written notice of a general meeting must be given in accordance with this Constitution to:
 - i. every Member;
 - ii. every Director; and
 - iii. the auditor (if any).
- b. Notice of general meetings (including annual general meetings) must be provided to Members at least 21 clear days before the meeting is to be held.
- c. Subject to the Corporations Act (if applicable) and clause 9.7(d), the Company may call, on shorter notice than that specified in clause 9.7(b):
 - i. an annual general meeting, if all the Members entitled to attend and vote at the annual general meeting agree prior to the annual general meeting; and
 - ii. any other general meeting, if Members holding at least 95% of the votes that may be cast at the general meeting agree prior to the general meeting.
- d. The Company cannot call a general meeting or annual general meeting on shorter notice than that specified in clause

9.7(b) if a resolution will be moved at the meeting to:

- i. remove a director;
- ii. appoint a Director in place of a Director removed under clause 9.7(d)(i); or
- iii. remove an auditor.

9.8 Content of notice of general meetings

A notice of a general meeting must:

- a. specify:
 - i. if there is only 1 venue at which Members who are entitled to physically attend the meeting may do so, the date, time and place for the meeting;
 - ii. if there are 2 or more venues at which Members who are entitled to physically attend the meeting may do so, the date and time for the meeting at each venue, and the main venue for the meeting as specified in the notice;
 - iii. if Meeting Technology is to be used in holding the meeting, sufficient information to allow Members to participate in the meeting by means of the technology;
 - iv. at least 1 of the following:
 - 1. a place for the purposes of lodging proxy appointments and proxy appointment authorities, as referred to in clause 11.5; and
 - 2. sufficient information to allow Members to comply with clause 11.5 by electronic means;
- b. state the general nature of the business to be transacted at the general meeting;
- c. (if a Special Resolution is to be proposed at the general meeting) set out an intention to propose the Special Resolution and state the resolution;
- d. contain a statement of:
 - i. each Full Member's right to appoint a proxy; and
 - ii. the fact that a proxy need not be a Member of the Company; and
- e. contain any other information required by law

9.9 Quorum

- a. No business may be transacted at a general meeting unless a quorum of Members is Present at the time when the meeting proceeds to business.
- b. Except as otherwise provided in this Constitution, a quorum constitutes:
 - i. 4 Full Members Present; or
 - ii. where the total number of Full Members is less than 4, all those Members being Present.

9.10 If a quorum not Present

If a quorum is not Present within 15 minutes after the time appointed for the general meeting in the notice:

- a. where the meeting is convened on the requisition of Members, the meeting must be automatically dissolved (subject to clause 9.13(a)); and
- b. in any other case:
 - i. the meeting stands adjourned to a day and at a time and place as the Directors decide or, if no decision is made by the Directors, to the same day in the next week at the same time and place; and
 - ii. if no quorum is Present at the resumed meeting within 15 minutes after the time appointed for the meeting, the meeting must be dissolved

9.11 Chairperson of general meeting

- a. Subject to clause 9.11(b), the Chairperson must preside as chair at every general meeting.
- b. If the Chairperson is not present (in person or virtually, as applicable) within 15 minutes after the time appointed for the meeting or is unwilling to act as chair:
 - i. the Directors present must elect by a majority vote a Director to chair the meeting; or
 - ii. if none of the Directors present wish to act, or in the absence of all Directors, the Members Present must elect by a majority vote one of their number to chair the meeting.

- c. The Chairperson of a general meeting may, for any of item of business or discrete part of the meeting, vacate the chair in favour of another person nominated by the Chairperson (Acting Chairperson). Where an instrument of proxy appoints the Chairperson as proxy for the part of the meeting for which an Acting Chairperson has been nominated, the instrument of proxy is taken to be in favour of the Acting Chairperson for the relevant part of the meeting.
- d. Where a person is appointed to chair a meeting under clause 9.11(b) or part of a meeting under clause 9.11(c), in relation to that meeting or part of that meeting, references to the Chairperson in this Constitution include a reference to that person.
- e. The Chairperson of a general meeting:
 - i. has charge of the general conduct of the meeting and of the procedures to be adopted at the meeting;
 - ii. may take any action or require the adoption of any procedure which in the Chairperson's opinion is necessary or desirable for proper and orderly debate or discussion (including limiting the time that a person may speak, or terminating debate or discussion, on a motion or other item of business before the meeting), the proper and orderly casting or recording of votes at the general meeting, and the safety of persons attending the meeting (including refusing admission to any person, or requiring any person to leave and remain out of, the meeting); and
 - iii. subject to clause 9.13, may at the Chairperson's sole discretion at any time during the course of the meeting adjourn the meeting or may adjourn any business, motion, question or resolution, debate or discussion either to a later time at the same meeting or to an adjourned meeting.
- f. A decision by the Chairperson under clause 9.11(e) is final.

9.12 Right of officers and advisers to attend general meeting

Any person (whether a Member or not) required by the Directors to attend any general meeting is entitled to be present and, at the request of the Chairperson of the general meeting, to speak at that general meeting.

9.13 Adjournments

- a. The Chairperson may, and must if directed to do so by the general meeting, adjourn a general meeting from time to time and from place to place.
- b. Only business left unfinished at the meeting which was adjourned may be transacted at a meeting resumed after an adjournment.
- c. A resolution passed at a meeting resumed after an adjournment is passed on the day it was in fact passed.
- d. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of the original meeting. In all other cases it is not necessary to give notice of the adjourned meeting.

9.14 Written resolutions of Members

- a. A resolution may be passed without a general meeting being held if all the Members entitled to vote on the resolution receive a copy of the same document in which the resolution is set out and the requisite number of those Members needed to give effect to the resolution sign a document containing a statement that they are in favour of that resolution as set out in the document.

- b. Identical copies of the document may be distributed for signing by different Members and taken together will constitute the same document.
- c. The resolution is passed when the last required Member signs the document, and satisfies any requirement in this Constitution or the Corporations Act (if applicable) that the resolution be passed at a general meeting.

9.15 Irregularities

Subject to any applicable law, a notice of, or act, matter or thing done or resolution passed at, a general meeting is not invalidated by:

- a. the inability of any person entitled to receive notice of a general meeting under this clause 9 to access a document, including a notice of a general meeting or a proxy form; or
- b. the non-receipt of document, notice of a general meeting or proxy form by, or a failure to give a document, notice of a general meeting or proxy form to, any person entitled to receive notice of a general meeting under this clause 9 if:
 - i. the non-receipt or failure occurred by accident or error; or
 - ii. before or after the meeting, the person:
 - 1. has waived or waives their right to receive notice of that meeting under this clause 9; or
 - 2. has notified or notifies the Company in writing of the person's agreement to that act, matter, thing or resolution.

10. VOTING AT GENERAL MEETINGS

10.1 Voting rights

- a. Each Full Member has 1 vote.
- b. Each person present (in person or virtually, as applicable) at the general meeting who represents more than 1 Member, either personally, by proxy, attorney or as Representative, has 1 vote for each Member they represent.
- c. A Member ordinarily entitled to vote is not entitled to vote if his or her Annual Fee is more than 30 days in arrears at the commencement of the relevant general meeting.

10.2 Members' resolutions

- a. Except where by law or any other provision in this Constitution a resolution is required to be a Special Resolution, a resolution put to the vote at a general meeting must be decided by a majority of votes cast by the Members Present at the general meeting.
- b. A resolution put to the vote at a general meeting must be decided on a show of hands unless a poll is demanded.
- c. Before a vote is taken, the Chairperson must inform the general meeting whether any proxy votes have been received and how the proxy votes are to be cast on the resolution.
- d. A declaration by the Chairperson that a resolution has on a show of hands been carried or lost and an entry to that effect in the minutes of the meeting is conclusive evidence of that fact. Neither the Chairperson nor the minutes of the meeting need to state the number or proportion of the votes recorded in favour or against the resolution.



10.3 Voting by poll

- a. A poll may be demanded on any resolution by:
 - i. the Chairperson;
 - ii. at least 5 Full Members Present entitled to vote on the resolution; or
 - iii. Full Members Present representing at least 5% of the total votes that may be cast on the resolution on a poll.
- b. A poll may be demanded:
 - i. before a vote is taken; or
 - ii. before or immediately after the voting results on a show of hands are declared.
- c. The demand for a poll may be withdrawn.
- d. Subject to clause 10.3(e), if a poll is demanded, it is to be taken in the manner and at the time the Chairperson directs.
- e. A poll demanded on the election of a Chairperson or on a question of adjournment must be taken immediately.
- f. The result of the poll will be the resolution of the meeting at which the poll was demanded.
- g. The demand for a poll does not prevent a general meeting from proceeding with any other business.

10.4 Chairperson's casting vote

In the case of an equality of votes on a show of hands or on a poll, the Chairperson of the relevant general meeting has a casting vote, in addition to any vote that the Chairperson may otherwise be entitled.

10.5 Members of unsound mind and minors

- a. If a Member is:
 - i. of unsound mind;
 - ii. a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
 - iii. a minor,

the Member's committee or trustee or any other person who has proper management or guardianship of the Member's estate or affairs may, subject to clause 10.5(b), exercise any rights of the Member in relation to a general meeting as if the committee, trustee or other person were the Member.

b. Any person with powers of management or guardianship cannot exercise any rights under clause 10.5(a) unless the person has provided the Directors with satisfactory evidence of their appointment and status.

10.6 Objection to qualification to vote

- a. An objection to a person's right to vote at a general meeting:
 - i. may only be raised at the general meeting or adjourned meeting at which the vote objected to is tendered; and
 - ii. must be determined by the Chairperson of the meeting, whose decision is final.
- b. A vote allowed after an objection is valid for all purposes.

10.7 Votes counted in error

If any vote is counted which ought not to have been counted or might have been rejected, the error will not invalidate the resolution unless the error is:

- a. detected at the same general meeting; and
- b. of sufficient magnitude, in the opinion of the Chairperson, as to invalidate the resolution.

10.8 Direct voting

- a. The Directors may determine that, at any general meeting or class meeting, a Member who is entitled to attend and vote on a resolution at that meeting is entitled to vote by direct vote in respect of that resolution. A direct vote includes a vote delivered to the Company by post or any electronic means approved by the Directors.
- b. Where clause 10.8(a) applies, the notice of meeting must indicate that direct voting is available at the relevant meeting or on particular resolutions.
- c. The Directors may prescribe regulations, rules and procedures in relation to direct voting, including (without limitation):
 - i. specifying the form, method and timing of casting a direct vote at a meeting for the vote to be valid; and
 - ii. the circumstances in which a direct vote may be withdrawn by the Member or deemed withdrawn.

11. PROXIES

11.1 Appointment of proxies

- a. A Member who is entitled to attend and vote at a general meeting may appoint a person as that Member's proxy to attend and vote for that Member at a general meeting.
- b. A proxy need not be a Member of the Company.

11.2 Rights of proxies

A proxy appointed to attend and vote at a general meeting for a Member in accordance with this clause 11 has the same rights as the Member to:

- a. speak at the meeting;
- b. vote (to the extent allowed by the appointment); and
- c. demand, or join in a demand, for a poll.

11.3 Form of proxy

- a. An instrument appointing a proxy is valid if it is in the form specified by the Directors from time to time and is:
 - i. signed by or on behalf of the Member making the appointment; and
 - ii. contains the following information:
 - 1. the Member's name and address;
 - 2. the Company's name;
 - 3. the proxy's name or the name of the office held by the proxy; and
 - 4. the meetings at which the appointment may be used.
- b. The proxy form must, for each resolution, provide for the Member to direct the proxy to vote for or against the resolution or to abstain from voting on the resolution.
- c. An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution. Where it does:
 - i. the proxy need not vote on a show of hands but if the proxy does so, the proxy must vote in the manner specified;
 - ii. if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands;
 - iii. if the proxy is the Chairperson of the meeting at which the resolution is voted on, the proxy must vote on a poll and in the manner specified; and
 - iv. if the proxy is not the Chairperson, the proxy need not vote on a poll but if the proxy does so, the proxy must vote in the manner specified.
- d. A proxy may vote as the proxy thinks fit on any motion or resolution in respect of which no manner of voting is indicated.

- e. An instrument appointing a proxy confers authority to demand or join in demanding a poll.
- f. An instrument appointing a proxy will not be valid after 12 months from the date of its execution, unless it is expressly stated to be a standing appointment or to extend for a longer period.

11.4 Where proxy is incomplete

- a. No instrument appointing a proxy is treated as invalid merely because:
 - i. it does not contain the address of the appointor or proxy;
 - ii. it is not dated; or
 - iii. in relation to any or all resolutions, it does not contain an indication of the manner in which the proxy is to vote.
- b. Where the instrument does not indicate the name of the proxy, the instrument is treated as given in favour of the Chairperson of the general meeting.

11.5 Lodgement of proxies and appointments

- a. An instrument appointing a proxy is not treated as valid unless:
 - i. the instrument; and
 - ii. either:
 - 1. the power of attorney or other authority (if any) under which the instrument is signed; or
 - 2. a copy of that power or authority certified in a manner acceptable to the Directors, are lodged not less than 48 hours (or any shorter period as the Directors may permit before the time for holding the meeting);
 - iii. at the place specified for that purpose in the notice of the meeting or, if none, at the Office; or
 - iv. by the electronic means specified for that purpose in the notice of the meeting.
- b. An instrument appointing a representative to act for a Member at all meetings of the Company or at all meetings for a specified period is not treated as valid unless:
 - i. the instrument of appointment or a certified copy of it, duly signed by hand or electronically authenticated in accordance with clause 11.5(c); and
 - ii. any evidence as to the validity and non-revocation of that authority as may be required by the Directors,
 - iii. are lodged not less than 48 hours (or any shorter period as the Directors may permit) before the time for holding the meeting;
 - iv. at the place or electronic address specified for that purpose in the notice of the meeting or, if none, at the Office; or
 - v. by the electronic means specified for that purpose in the notice of the meeting.
- c. For the purposes of this clause 11.5:
 - i. any document given by the electronic means specified in the notice of the meeting is duly lodged at the time the electronic communication is received by the Company; and
 - ii. subject to any applicable law, instead of signing or executing an instrument of appointment, a Member may electronically authenticate the appointment of a proxy, provided that:
 - 1. the Member is identified by personal details as required by the Company;
 - 2. the Member's approval of the information communicated to the Company is accompanied by a personal identification number or any other numbers provided by the Company; and
 - 3. the Member complies with any other requirements of the Company.

11.6 Validity of proxy vote

- a. A vote exercised in accordance with the terms of an instrument of proxy, a power of attorney or other relevant instrument of appointment is valid despite:
 - i. the previous death or mental incapacity of the appointing Member;
 - ii. the revocation of the relevant instrument or of the authority under which the instrument was executed; or
 - iii. the revocation of the power of attorney,
 - 1. if no notice in writing of the death, mental incapacity or revocation has been received by the Company at the Office before the commencement of the general meeting or adjourned meeting at which the instrument or power of attorney is used.
- b. A proxy is not revoked by the appointing Member attending and taking part in the general meeting, unless the Member actually votes on the resolution for which the proxy is proposed to be used.

12. BOARD OF DIRECTORS

12.1 Number of Directors

There must be:

- a. at least 5 Directors; and
 - b. not more than 11 Directors,
- (not including alternate Directors) in office at all times, unless the Company resolves otherwise in general meeting. At least 2 of the Directors must ordinarily reside in Australia.

12.2 Initial Directors

- a. There will be 7 initial Directors.
- b. On the date of adoption of this Constitution, the persons listed in Schedule 2 will be the initial Directors.
- c. The initial Directors will hold office until the end of the next annual general meeting after the date of adoption of this Constitution, at which time they will retire. They are eligible for election at that meeting.

12.3 Appointment and removal of Directors

- a. Subject to the Corporations Act, the Company may by resolution appoint or remove a Director from office.
- b. Subject to the Corporations Act, the Directors may at any time appoint any person to be a Director, either to fill a casual vacancy or as an addition to the number of existing Directors, provided the total number of Directors does not exceed the maximum number specified in clause 12.1. That person holds office until the end of the next annual general meeting following their appointment and is eligible for election at that meeting.

12.4 Term of appointment as Director

- a. No Director may hold office for a period in excess of 3 years, or beyond the third annual general meeting following the Director's election, whichever is the longer, without submitting himself or herself for re-election.
- b. At each annual general meeting, the person or persons (if any) standing for election as Director will be, as applicable:
 - i. any Director required to retire under clause 12.4(a) who stands for re-election;
 - ii. any Director required to submit for election under clause 12.3(b); and
 - iii. a person standing for election as a new Director.
- c. A retiring Director is eligible for re-election without needing to give any prior notice of an intention to submit for re-election and holds office as a Director until the end of the meeting at which the Director retires.

12.5 Nomination of Directors

- a. A Full Member may nominate any other Full Member for each position on the Board which is to be filled at the next annual general meeting in accordance with this Constitution.
- b. A nomination under clause 12.5(a) must be in writing, signed by the nominator and be submitted to the Secretary at the Office at least 28 days before the annual general meeting at which the election is to take place.

12.6 Director qualifications

- a. A Director must be a Member.
- b. A Director must not be ineligible to be a Director under the Corporations Act or the ACNC Act;
- c. A person must give the Company a signed written consent to act as a Director before being appointed as a Director.

12.7 Vacation of office of Director

In addition to the circumstances in which the office of a Director becomes vacant:

- a. under the Corporations Act or the ACNC Act;
- b. because of a resolution under clause 12.3(a); or
- c. under clause 12.4;
- d. the office of a Director becomes vacant if the Director:
- e. becomes physically or mentally incapable of performing the Director's duties and the Board resolves that his or her office be vacated for that reason;
- f. is the subject of an Insolvency Event;
- g. subject to the Corporations Act, resigns by notice in writing to the Company;
- h. dies;
- i. ceases to be eligible under clause 12.6(a);
- j. is absent (and not represented by an Alternate Director) from meetings of the Directors for a continuous period of 6 months without special leave of absence from the Directors and the Board resolves that his or her office be vacated; or
- k. subject to clause 14.6, without the prior or subsequent consent of the other Directors, is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of the Director's interest as required by the Corporations Act or the ACNC Act.

12.8 Remuneration and payments to Directors

No payment will be made to any Director other than a payment allowed under clause 5(b).

13. CHIEF EXECUTIVE OFFICER

13.1 Power to appoint Chief Executive Officer

The Board may appoint a Chief Executive Officer of the Company. The Chief Executive Officer may be an existing Director and/or Company Secretary.

13.2 Delegation of powers to Chief Executive Officer

- a. The Board of Directors may, on the terms and conditions and with any restrictions as they think fit, confer on the Chief Executive Officer any of the powers exercisable by them.
- b. Any powers so conferred may be concurrent with the powers of the Directors.
- c. Subject to the terms of any agreement between the Chief Executive Officer and the Company, the Directors may at any time withdraw or vary any of powers conferred on the Chief Executive Officer under clause 13.2(a).

13.3 Attendance at meetings

- a. The Chief Executive Officer may be appointed to the Board of Directors under clause 12.3 as an executive Director. The Chief Executive Officer is entitled to attend and speak at all Board meetings (even if the Chief Executive Officer has not been appointed as a Director) unless otherwise determined by the Board, or the Chief Executive Officer has a material personal interest in the matter considered.
- b. The Chief Executive Officer (if any) must (subject to the Chief Executive Officer providing their consent) be appointed as a member of any committee created by the Directors under clause 14.3.

14. POWERS AND DUTIES OF DIRECTORS

14.1 General management power

- a. Subject to any applicable law and this Constitution, the Directors are responsible for managing the business of the Company and may exercise all powers of the Company which are not required to be exercised by the Company in a general meeting by the Corporations Act or this Constitution.
- b. Without limiting clause 14.1(a), the Directors may exercise all the powers of the Company to:
 - i. borrow or raise money;
 - ii. grant security over any property or business of the Company or all or any of its uncalled capital;
 - iii. pay interest on any debt due by the Company; and
 - iv. issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person.

14.2 Appointment of attorneys and representatives

- a. The Directors may, by power of attorney or by general or specific appointment, appoint any person or persons to be an attorney or representative of the Company with such powers, authorities and discretions (being powers, authorities and discretions vested in or exercisable by the Directors), for such period and subject to such conditions as they think fit.
- b. An appointment under clause 14.2(a) may be made on terms for the protection and convenience of persons dealing with the attorney or representative as the Directors think fit and may also authorise the attorney or representative to delegate all or any of the powers, authorities and discretions vested in the attorney or representative.

14.3 Committees

- a. The Directors may create a committee or committees consisting of any number of Directors, Members or other persons (including, without limitation, employees or volunteers of the Company) as they think fit.
- b. The Directors may delegate any of their powers to a committee other than the power of delegation. In that case:
 - i. the committee must exercise those powers in accordance with any direction of the Directors; and
 - ii. a power exercised in accordance with clause 14.3(b)(i) is taken to be exercised by the Directors.
- c. If the Board does not delegate any of its powers to a committee, that committee will act as an advisory committee only.
- d. Clauses 15.1, 15.2, 15.4 and 15.5 apply to any committee as if each reference in those clauses to the Directors was a reference to the members of the committee and each reference to a meeting of Directors were to a meeting of the committee.

- e. Minutes of all the proceedings and decisions of every committee must be made, entered and signed in the same manner in all respects as minutes of proceedings of the Directors are required by the Corporations Act to be made, entered and signed.

14.4 Negotiable instruments and electronic payments

- a. All negotiable instruments of the Company are to be executed by the persons and in the manner determined by the Directors from time to time.
- b. All electronic payments by the Company are to be made or authorised in the manner determined by the Directors from time to time.

14.5 By-laws

- a. The Directors have the power to make by-laws regulating the establishment, organisation and conduct of the Company and its committees, provided such by-laws are not inconsistent with this Constitution or the Corporations Act.
- b. All by-laws made and in force from time to time are binding on the Members.

14.6 Interested Directors

- a. A Director:
 - i. may hold another position (except as auditor) in the Company or any related body corporate on terms as to remuneration, tenure and otherwise that the Directors think fit;
 - ii. may be employed by the Company or act in a professional or technical capacity (except as auditor) on behalf of the Company;
 - iii. is not disqualified, merely because he or she is a Director, from contracting with the Company in any respect including, but not limited to:
 - 1. selling property to, or purchasing property from, the Company;
 - 2. lending money to the Company with or without interest or security;
 - 3. guaranteeing the repayment of money borrowed by the Company for a commission or profit; or
 - 4. underwriting or guaranteeing the subscription for securities in any related body corporate or other body corporate promoted by the Company or in which the Company is interested as a shareholder or otherwise, for a commission or profit.
- b. The Directors may exercise the voting rights conferred by shares in any body corporate held or owned by the Company in the manner that they think fit.
- c. A contract or arrangement made by the Company with a Director or in which a Director is in any way directly or indirectly interested may not be avoided merely because the Director is a party to or interested in it.
- d. A Director who has a material personal interest in a matter that relates to the affairs of the Company may:
 - i. be counted in a quorum at a Directors' meeting considering the matter;
 - ii. be present while the matter is being considered at the meeting; or
 - iii. vote on the matter,
 - iv. except where this is prohibited by any applicable law.
- e. The Directors may make regulations requiring the disclosure of interests that a Director, and any person considered by the Directors as related to or associated with the Director, may have in any matter concerning the Company. Any regulations made under this Constitution bind all Directors.

14.7 Company is a registered charity

Without limiting any other provision of this Constitution, while the Company is registered as a charity under the ACNC Act, the Directors must:

- a. comply with their duties as directors under the Corporations Act and at law and with the duties described in governance standard 5 set out in Division 45 of the Australian Charities and Not-for-profits Commission Regulations 2013 (Cth) (ACNC Regulations); and
- b. ensure that the Company complies with all the requirements under the ACNC Act and with the governance standards set out in ACNC Regulations.

15. PROCEEDINGS OF DIRECTORS

15.1 Calling and holding Directors' meetings

- a. The Board or a Director may call a Directors' meeting by giving reasonable notice to each Director.
- b. The Directors may adjourn and otherwise regulate their meetings as they think fit.
- c. Reasonable notice of the place, date and hour of every meeting of the Directors must be given to every Director. Where any Director is for the time being outside Australia, notice need only be given to that Director if contact details have been given, but notice must always be given to any alternate Director in Australia whose appointment by that Director is in force for the time being.

15.2 Use of Meeting Technology

Without limiting the power of the Directors to regulate their meetings as they think fit, the Directors may hold a valid meeting using Meeting Technology and in that case:

- a. the participating Directors are taken for all purposes to be present at the meeting while so participating;
- b. subject to the Corporations Act, the meeting is taken to be held at the place where the Chairperson of the meeting is and at the time at that place;
- c. if, before or during a meeting of Directors, any technical difficulty occurs, such that the Directors as a whole do not have a reasonable opportunity to participate, the Chairperson of the meeting may:
 - i. suspend the meeting until the technical difficulty is remedied. If that does occur within 15 minutes from the time the meeting was
 - 1. interrupted, the meeting will be deemed to have terminated; or
 - 2. subject to the Corporations Act, where a quorum remains present and able to participate, continue the meeting; and
- d. all proceedings of the Directors conducted in accordance with this clause 15.2 are as valid and effective as if conducted at a meeting at which all of them were present in person.

15.3 Quorum

- a. At a meeting of Directors, the number of Directors whose presence is necessary to constitute a quorum is a majority of Directors entitled to vote.
- b. If the office of a Director becomes vacant, the remaining Directors may act but, if the total number of remaining Directors is not sufficient to constitute a quorum at a meeting of Directors, the Directors may act only for the purpose of increasing the number of Directors to a number sufficient to constitute a quorum or for the purpose of convening a general meeting of the Company.

15.4 Chairperson

- a. The Directors must elect a Director to chair Directors' meetings (Chairperson) and may decide the period during which the Chairperson is to hold that office.
- b. Where a meeting of the Directors is held and:
 - i. a Chairperson has not been elected; or
 - ii. the Chairperson declines to act or is not present (in person or virtually, as applicable) within 15 minutes after the time appointed for the holding of the meeting, the Directors present must elect one of their number to chair the meeting.
- c. Where a person is appointed to chair a meeting under clause 15.4(b), in relation to that meeting, references to the Chairperson in this Constitution include a reference to that person.

15.5 Directors' resolutions

- a. Subject to this Constitution, a resolution of the Board must be passed by a majority of the votes of Directors present and entitled to vote on the resolution.
- b. In case of an equality of votes, the Chairperson has a second or casting vote in addition to his or her deliberative vote (if any).

15.6 Written resolutions of Directors

- a. 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.
- b. Identical copies of the document may be distributed for signing by different Directors and taken together will constitute the same document.
- c. The resolution is passed when the last Director signs the document.
- d. For the purposes of clause 15.6(a):
 - i. a reference to all the Directors does not include a reference to an alternate Director whose appointor has signed the document, but an alternate Director may sign the document in the place of the appointor; and
 - ii. a signed document may be sent to the Company by an email or other electronic communication which is expressed to be sent by or on behalf of a Director or alternate Director. The document is taken to be signed by that Director or alternate Director at the time the Company receives the email or communication in legible form.
- e. Where a committee consists of 1 Director only, a document signed by that Director and recording a decision of the committee is valid and effective as if it were a decision made at a meeting of that committee and that document constitutes a minute of that decision.

15.7 Defects in appointments

- a. All acts done by any meeting of the Directors, committee of Directors, or person acting as a Director are as valid as if each person was duly appointed and qualified to be a Director or a member of the committee.
- b. Clause 15.7(a) applies even if it is afterwards discovered that there was some defect in the appointment of a person to be a Director or a member of a committee or to act as a Director or that a person so appointed was disqualified.

16. ALTERNATE DIRECTORS AND ATTENDANCE BY PROXY

- a. A Director (Appointing Director) may:
 - i. with the approval of a majority of the other Directors, appoint a person who must be a Member); or
 - ii. without the need for the approval of the other Directors, appoint another Director, to be an Alternate Director in the Appointing Director's place during any period that the Appointing Director thinks fit.
- b. The appointment of an Alternate Director:
 - i. may be terminated or suspended at any time by the Appointing Director; and
 - ii. terminates automatically if the Appointing Director vacates office as a Director.
- c. An appointment, or the termination or suspension of an appointment, of an Alternate Director is effected by delivery of a written notice signed by the Appointing Director to the other Directors. Delivery may be by post or any electronic means approved by the Board.
- d. An Alternate Director:
 - i. is entitled to receive notice of meetings of the Directors and, if the Appointing Director is not present at such a meeting, is entitled to attend, participate and vote in the Appointing Director's stead; and
 - ii. subject to any limitation in the appointment of the Alternate Director, may exercise all the powers and perform all the duties of the Appointing Director, except the power to appoint an Alternate Director.
- e. The exercise of any power by the Alternate Director is as officer of the Company and not as agent of the Appointing Director and the Alternate Director is responsible to the Company for his or her own acts and omissions.
- f. Where the Alternate Director is another Director, that Director is entitled to cast a deliberative vote on the Director's own account and on account of each Appointing Director by whom the Director has been appointed as an Alternate Director.
- g. Except for reimbursement of expenses in accordance with clause 5(b)(i), an Alternate Director is not entitled to receive remuneration for acting as Alternate Director.
- h. An Alternate Director is not taken into account in determining the number of Directors or rotation of Directors.
 - i. A Director may attend and vote by proxy at any meeting of the Directors provided that such proxy is a Director and has been appointed in writing signed by the Appointing Director. Such appointment may be general or for any particular meeting or meetings.

17. SECRETARY

- a. There must be at least 1 Secretary who ordinarily resides in Australia in office at all times, appointed by the Directors.
- b. A person must give the Company a signed written consent to act as Secretary before being appointed as a Secretary.
- c. A Secretary of the Company holds office on the terms and conditions, as to remuneration and otherwise, as the Directors decide.
- d. The Directors may at any time terminate the appointment of a Secretary.
- e. A Secretary may be a Director but must be a Full Member.

- f. The Secretary's responsibilities include:
 - i. keeping the minutes of the meetings of the Board and the Members in one or more books, whether in hard copy or electronic form, provided for that purpose;
 - ii. ensuring that all notices are duly given in accordance with the provisions of this Constitution or as required by law;
 - iii. maintaining the Register; and
 - iv. generally performing all duties incidental to the office of secretary of a corporation and such other duties as may be assigned to him or her by the Board from time to time.

18. MINUTES

- a. The Directors must cause minutes to be made of:
 - i. proceedings and resolutions of general meetings of the Members and resolutions passed by Members without a meeting;
 - ii. all appointments of Directors, Alternate Directors and officers;
 - iii. all orders made by the Directors; and
 - iv. proceedings and resolutions of Directors' meetings and resolutions passed by Directors without a meeting,
 - v. within 1 month of the date of the relevant matter or action and must retain the minutes in a minute book for a period of at least 10 years or such other period as may be required under the Corporations Act.
- b. Minutes may be made and kept in hard copy or in electronic form. An electronic form of the minute book must be able to be generated by a method which:
 - i. assures that the integrity of the information contained in the minute book is maintained; and
 - ii. is readily accessible so as to be useable for subsequent reference.
- c. The Company must ensure that minutes are signed (in hard copy or, as permitted by any applicable law, by electronic means) within a reasonable time after the date of the meeting or of the resolution being passed by:
 - i. the Chairperson of the meeting;
 - ii. the Chairperson of the next meeting; or
 - iii. in the case of a resolution without a meeting, a Director.
- d. In the absence of evidence to the contrary, contents of the minute book that is recorded and signed in accordance with this clause 18 is evidence of the matters shown in the minute.

19. SEAL

19.1 Safe custody

Where the Company has a seal, the Directors must provide for its safe custody.

19.2 Authority to use

The seal must only be used by the authority of the Board, or of a committee of the Directors authorised by the Board to authorise the use of the seal.

19.3 Seal register

- a. The Secretary must record details of every document to which the seal, if any, is fixed in a seal register.
- b. Where the Company has a seal, the seal register must be produced at each Directors' meeting for the purpose of the Directors approving the fixing of the seal to each document recorded in the seal register since the last Directors' meeting.

19.4 Additional seal

Where the Company has a seal, the Company may have for use outside the state or territory in which the Office is located, one or more seals each of which must only be used in accordance with this clause 19.

20. EXECUTION OF DOCUMENTS

20.1 Execution generally

- a. The Company may execute documents (including deeds) in any way permitted by law.
- b. The Company need not have or use a seal to execute documents or deeds. The Directors may resolve whether or not the Company is to have or use a seal.
- c. This clause 20 does not limit the ability of the Directors to authorise a person who is not an officer of the Company to execute a document (including a deed) for and on behalf of the Company.

20.2 Execution using the seal

- a. If the Company has a seal, it may validly execute a document (including a deed) by fixing the seal to the document and the fixing being witnessed by a Director and countersigned by another Director, a Secretary or another person appointed by the Directors to countersign that document or a class of documents in which that document is included.
- b. Subject to the Corporations Act and any other applicable law, the witnessing of the fixing of the seal to a document (including a deed) may be effected by electronic means.

21. NOTICES

21.1 Definition

In this clause, Notice means any notice, document or other communication to be given to a Member, including any notice, document or communication that is required or permitted to be given (whether the expression give, send or serve or any similar expression is used) to a Member under the Corporations Act or this Constitution.

21.2 How Notice is to be given

The Company may give a Notice to any Member by:

- a. serving it on the Member personally;
- b. sending it by post to the Member's address as shown in the Register or an alternative address (if any) supplied by the Member to the Company for the purpose of giving Notices;
- c. giving it to a Member's Representative in any manner contemplated by this clause 21.2, where the Member has by written notice to the Secretary required that all Notices to be given to the Member be given to its Representative;
- d. sending it to the Member by any electronic means permitted by the Corporations Act, including by providing an electronic link to the notice; or
- e. giving it by any other means permitted by the Corporations Act.

21.3 When Notice is given

A Notice is deemed to be given by the Company and received by the Member:

- a. if delivered in person to the Member or its Representative, when delivered to them;
- b. if posted, on the day after the date of posting to the Member, whether delivered or not; or

- c. if sent by electronic means, 2 hours after the time it was sent to the Member, as recorded in the sender's system, unless the sender receives, within that time period, an automatic notification (other than an out of office message) indicating that the electronic communication has not been delivered, but if the delivery or receipt is on a day which is not a Business Day or is after 5.00 pm (addressee's time), it is deemed to have been received at 9.00 am (addressee's time) on the next Business Day.

21.4 Notice of and documents for general meeting

- a. Notice of every general meeting must be given in the manner authorised by clause 21.2.
- b. Without limiting clause 21.2, the Company may give any document that is required or permitted to be given to a Member under the Corporations Act that relates to a general meeting, including a notice of meeting, by any electronic or other means permitted by this Constitution or the Corporations Act.

22. AUDIT AND ACCOUNTS

22.1 Company must keep accounts

- a. The Company must keep accounts in accordance with the requirements of any applicable law.
- b. The Company must allow the Directors and the auditor to inspect those accounts at all reasonable times.

22.2 Audit

If required by any applicable law, the Board must cause the Company's financial report for each Financial Year to be audited and obtain an auditor's report.

22.3 Financial reporting

The Board must cause the Company to comply with all financial reporting obligations imposed on it under any applicable law.

23. INSPECTION OF RECORDS

- a. Subject to any applicable law, the Directors must determine whether and on what terms the accounting records and other documents of the Company or any of them will be open to the inspection of Members other than Directors.
- b. A Member other than a Director does not have the right to inspect any document of the Company except as provided by any applicable law, or otherwise as authorised by the Directors or by the Company in general meeting.

24. INDEMNITY AND INSURANCE

24.1 Definition

In this clause Officer has the meaning given in section 9 of the Act.

24.2 Company must indemnify Officers

To the full extent permitted by law and without limiting the powers of the Company, the Company may indemnify any person who is or has been an Officer of the Company, or of a related body corporate of the Company against all losses, liabilities, damages, costs, charges and expenses of any kind incurred by the Officer as an officer of the Company or of a related body corporate.

24.3 Documentary indemnity and insurance policy

To the extent permitted by the Corporations Act and any applicable law and without limiting the powers of the Company, the Directors may authorise the Company to, and the Company may, enter into any:

- a. documentary indemnity in favour of; or
- b. insurance policy for the benefit of, a person who is, or has been, an Officer of the Company or of a related body corporate of the Company, which indemnity or insurance policy may be in such terms as the Directors approve and, in particular, may apply to acts or omissions prior to or after the time of entering into the indemnity or policy.

25. AFFILIATION AND MEMBERSHIP OF OTHER SIMILAR ORGANISATIONS

The Company may in general meeting determine to affiliate with or become a member of, or to accept affiliation or membership of, any organisation (including any regional or international association) having similar or like interests to the Company.

26. WINDING UP

26.1 Surplus assets not to be distributed to Members

If the Company is wound up or dissolved, or the Company's endorsement as a deductible gift recipient is revoked, any surplus assets must not be distributed to a Member or a former Member of the Company, unless that Member or former Member is an organisation described in clause 26.2(a).

26.2 Distribution of surplus assets

- a. Subject to any applicable law and any court order, any surplus assets that remain after the Company is wound up or dissolved or the Company's endorsement as a deductible gift recipient is revoked must be distributed to one or more organisations:
- i. with objects similar to, or inclusive of, the Objects;
- ii. which also prohibit the distribution of any surplus assets to its members to at least the same extent as the Company; and
- iii. which is or are endorsed as deductible gift recipients under Division 30 of the Tax Act.
- b. The decision as to the organisation or organisations to be given the surplus assets must be made by the Directors at or before the time of winding up or dissolution. If the Directors do not make this decision, the Company may apply to the Supreme Court to make this decision.
- c. For the purpose of this clause, surplus assets means any property or assets of the Company that remain after satisfying all debts and other liabilities of the Company, including (where applicable) the costs of winding up.

27. VARIATION OR AMENDMENT OF CONSTITUTION

This Constitution may be varied or amended from time to time by Special Resolution of the Members, in accordance with the Corporations Act.