

Constitution of Health Reimagined Ltd  
ACN 158 150 513  
*(formerly known as Far North Queensland Medicare local Limited)*

A company limited by guarantee

Adopted at EGM 26 September 2016

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## **1 Preliminary**

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### **1.1 Definitions**

In this Constitution:

<b>Term</b>	<b>Definition</b>
<b>ACNC</b>	Means the Australian Charities and Not-for-profits Commission.
<b>ACNC Act</b>	Means <i>Australian Charities and Not-for-profits Commission Act 2012 (Cth)</i> .
<b>ACNC Regulation</b>	Means <i>Australian Charities and Not-for-profits Commission Regulation 2013 (Cth)</i> .
<b>Board</b>	Means the board of directors.
<b>Body Corporate</b>	Means an entity with legal personality that is not an individual.
<b>Business Day</b>	Means a day that is not a Saturday, Sunday or public holiday in the Region.
<b>Company</b>	Means Health Reimagined Ltd ACN 158 150 513, formerly known as Far North Queensland Medicare Local Limited ACN 158 150 513.
<b>Constitution</b>	Means this constitution.
<b>Corporations Act</b>	Means <i>Corporations Act 2001(Cth)</i> .
<b>Insolvent</b>	Has the meaning attributed to that word in section 95A of the Corporations Act.
<b>ITAA</b>	the <i>Income Tax Assessment Act 1997(Cth)</i> .
<b>Liability</b>	Means losses, liabilities, costs, charges and expenses.
<b>Nominated Representative</b>	Means the natural person (individual) nominated by an applicant member in accordance with rule 4.2(b) of the Constitution.
<b>Office</b>	Means the Company's business address.
<b>Ordinary Resolution</b>	Means a resolution passed by a simple majority of the persons present (whether in person, or, if permitted, by proxy) and entitled to cast their vote.
<b>Region</b>	Means the applicable geographic region in which the Company conducts its core activities as decided by the Board.
<b>Register of Members</b>	H held by the Company Secretary being all members who are accepted by the Board to be members and currently financial at the time of any general meeting

<b>Representative</b>	Means, for a member which is a body corporate and for a meeting, a person authorised under the Corporations Act (or a corresponding previous law) by the body corporate to act as its representative at the meeting.
<b>Secretary</b>	Means the secretary of the Company, appointed in accordance with rule 15.1 of the Constitution.
<b>Special Resolution</b>	Means a resolution passed by 75% of the persons present (whether in person, or, if permitted, by proxy) and entitled to cast their vote.

## 1.2 Interpretation

In this Constitution:

- (a) a reference to a Member present at a general meeting is a reference to a Member present in person or by proxy, attorney or Nominated Representative;
- (b) a reference to a person holding or occupying a particular office or position is a reference to any person who occupies or performs the duties of that office or position;
- (c) unless the contrary intention appears:
  - (i) a reference to a person includes a corporation, trust, partnership, unincorporated body, government and local authority or agency, or other entity whether or not it comprises a separate legal entity;
  - (ii) a reference to a person includes that person's successors, legal personal representatives, permitted substitutes and permitted assigns;
  - (iii) a reference to legislation or to a provision of legislation (including subordinate legislation) is to that legislation as amended, re-enacted or replaced, and includes any subordinate legislation issued under it;
  - (iv) if a word or phrase is defined, its other grammatical forms have a corresponding meaning;
  - (v) a reference to a rule is a reference to a rule of this Constitution;
  - (vi) a reference to a document or agreement (including a reference to this document) is to that document or agreement as amended, supplemented, varied or replaced; and
  - (vii) if any day on or by which a person must do something under this document is not a Business Day, then the person must do it on or by the next Business Day; and
- (d) headings are for convenience only and do not affect interpretation.

## 1.3 Application of the corporations act

- (a) The replaceable rules in the Corporations Act do not apply to the Company.
- (b) Where an expression is used in a manner consistent with a provision of the Corporations Act, the expression has the same meaning as in that provision.

## 1.4 Exercising powers

- (a) The Company may exercise any power, take any action or engage in any conduct which the Corporations Act permits a company limited by guarantee to exercise, take or engage in.
- (b) A power conferred on a person to do a particular act or thing under this Constitution includes, unless the contrary intention appears, a power (exercisable in the same way and subject to the same conditions) to repeal, rescind, revoke, amend or vary that act or thing.
- (c) A power conferred under this Constitution to do a particular act or thing:
  - (i) may be exercised from time to time and subject to conditions; and
  - (ii) may, where the power concerns particular matters, be exercised for only some of those matters or as to a particular class of those matters, and to make different provision concerning different matters or different classes of matters.
- (d) Where a power to appoint a person to an office or position is conferred under this Constitution (except the power to appoint a director under rule 11) the power includes, unless the contrary intention appears, a power to:
  - (i) appoint a person to act in the office or position until a person is appointed to the office or position;
  - (ii) remove or suspend any person appointed (without prejudice to any rights or obligations under any contract between the person and the Company); and
  - (iii) appoint another person temporarily in the place of any person removed or suspended or in the place of any sick or absent holder of the office or position.
- (e) Where this Constitution gives power to a person to delegate a function or power:
  - (i) the delegation may be concurrent with, or (except in the case of a delegation by the directors) to the exclusion of, the performance or exercise of that function or power by the person;
  - (ii) the delegation may be either general or limited in any way provided in the terms of delegation;
  - (iii) the delegation need not be to a specified person but may be to any person holding, occupying or performing the duties of a specified office or position;
  - (iv) the delegation may include the power to delegate; and
  - (v) where performing or exercising that function or power depends on that person's opinion, belief or state of mind about a matter, that function or power may be performed or exercised by the delegate on the delegate's opinion, belief or state of mind about that matter.
- (f) For clarification, nothing restricts the Company from exercising a power which in itself is not charitable, for any purpose which is incidental to the charitable objects of the Company or which is intended to generate revenue for or otherwise further those objects.

## **2 Role and objects**

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### **2.1 Role**

- (a) The role of the Company is to:
  - (i) Constructively and collaboratively drive innovations and outcomes in Health, Human Services, NDIS and other community funded activity;
  - (ii) Work in partnership with our community, members, stakeholders and all levels of government to constructively support innovation in community service delivery and outcomes;
  - (iii) Facilitate outcomes through the development of evidence based practices that increase access, produces measurable outcomes, and innovation of care.
  - (iv) Instigate systems, enquiry to identify trends and variances to prioritise business solutions for improved social and health outcomes which will shape national and jurisdictional policy, systems and practice;
  - (v) Working with our community, strategically facilitate integrated models to promote and deliver innovative services and lead change that drives improved social and health outcomes.

### **2.2 Objects**

- (a) The objects for which the Company has been established are:
  - (i) To relieve the poverty, distress or disadvantage of individuals or families; and
  - (ii) To care for and support the aged or individuals with disabilities.
- (b) The Company sets out to achieve its objects by:
  - (i) Build on and develop innovative technologies to enable delivery of appropriate care systems and pathways;
  - (ii) Identify and pursue innovative funding opportunities;
  - (iii) Utilise data analysis to improve outcomes for consumers;
  - (iv) Provide support to deliver appropriate care for improved health outcomes;
  - (v) Supporting and promoting the delivery of high quality care services in areas of need; and
  - (vi) Facilitating the implementation and successful performance of care initiatives and programs.

### **2.3 Exercise of powers to achieve objects**

Nothing restricts the Company from exercising a power which in itself is not charitable, for any purpose which is incidental to the charitable objects of the Company or which is intended to generate revenue for, or otherwise further, those objects.



### **3 Not for profit**

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#### **3.1 Promotion of the objects**

The income and property of the Company must only be applied towards promoting the Company's objects set out in this Constitution.

#### **3.2 No income or property to a member**

- (a) No income or property of the Company may be paid or transferred, directly or indirectly, to a Member except for payments to a Member:
  - (i) In return for services rendered by, or goods supplied, by the Member to the Company in the ordinary and usual course of business;
  - (ii) For reasonable and proper rent for premises leased by a Member to the Company; or
  - (iii) As principal payments on money lent by the Member, and interest payments if the interest is at a commercial rate.

### **4 Membership**

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#### **4.1 Eligibility for membership**

- (a) A person or entity is eligible for membership of the Company if:
  - (i) They are an organisation, individual or incorporated body;
  - (ii) They agree to support the Company's role, objects and purposes and be bound by the terms of the Constitution; and
  - (iii) They, in the opinion of the Board, have an active and demonstrable interest in the business conducted by the Company as set out in the Company's strategic plan which has been prepared with due regard to the Constitution and which may be amended by the Board from time to time.
- (b) The number of members of the Company is unlimited.

#### **4.2 Application for membership**

- (a) An application for membership must be in a form approved by the Board together with:
  - (i) any other documents or evidence as to qualification for membership that the Board requires; and
  - (ii) any application fee and membership fee as required by the Board.
- (b) If the applicant is an organisation or incorporated body:
  - (i) the member applicant must nominate one natural person (individual) (Nominated Representative) to represent it within the Company;
  - (ii) the Nominated Representative must consent to the nomination in writing.

### **4.3 Admission to membership**

- (a) The Board may in its absolute discretion accept or reject an application for membership.
- (b) The Board need not give a reason for rejecting an application for membership.
- (c) If an application for membership is rejected, the Secretary must, as soon as reasonably possible:
  - (i) give written notice of the rejection to the applicant; and
  - (ii) refund any application fee and membership fee paid by the applicant.
- (d) Membership is personal to the member and is not transferable.
- (e) If an application for membership is accepted, the Secretary must:
  - (i) give written notice of the acceptance to the applicant; and
  - (ii) enter the Member's name and details in the register of members.

### **4.4 Notice by members**

- (a) Each Member must promptly notify the Secretary in writing of:
  - (i) any change in its qualification to be a Member of the Company;
  - (ii) any change in its address or contact details; and
  - (iii) any change in its Nominated Representative.

### **4.5 Fees**

- (a) The application fee payable by a Member is determined by the Board from time to time.

## **5 Disciplining members**

### **5.1 Process for disciplining members**

- (a) The Board may, by Ordinary Resolution, resolve to suspend or expel a Member from the Company if it considers that:
  - (i) the Member has breached this Constitution;
  - (ii) the Member's behaviour is causing, has caused, or is likely to cause harm to the Company;
  - (iii) the Member has failed to notify the Company of a change in address or contact details and is unable to be contacted at the address in the register for a period of one year;
  - (iv) the Member has membership fees in arrears;
  - (v) the Member has become Insolvent.
- (b) At least 14 days before the Board meeting at which a resolution under clause 5.1(a) is to be considered, the Secretary must notify the Member in writing:
  - (i) that the Board is considering a resolution to warn, suspend or expel the Member;
  - (ii) that this resolution will be considered at a Board meeting and the date and time of

- that meeting;
  - (iii) the allegations against the Member;
  - (iv) the nature of the resolution that has been proposed; and
  - (v) that the Member may provide an explanation to the Board, and details of how to do so.
- (c) Before the Board passes any resolution under clause 5.1(a), the Member must be given a chance to explain or defend themselves by either (at the Member's election):
- (i) sending the Board a written explanation before the Board meeting; and/or
  - (ii) speaking at the meeting.
- (d) After considering any explanation under clause 5.1(c), the Board may, by Ordinary Resolution, resolve to:
- (i) take no further action;
  - (ii) suspend the Member's rights as a Member for a period of no more than 12 months;
  - (iii) expel the Member;
  - (iv) refer the decision to an unbiased, independent person on conditions that the Board considers appropriate (however, the person can only make a decision that the Board could have made under this clause); or
  - (v) require the matter to be determined at a general meeting of the Company.
- (e) The Board cannot fine a Member.
- (f) The Secretary must give written notice to the Member of the decision under clause (d)(d) as soon as possible.
- (g) Disciplinary procedures must be completed as soon as reasonably practicable.
- (h) There will be no liability for any loss or injury suffered by a Member as a result of any decision made in good faith under this clause.
- (i) A person or incorporated body ceases to be a Member if:
- (i) the person or incorporated body resigns as a Member by giving one month's written notice to the Company;
  - (ii) the person or incorporated body becomes Insolvent;
  - (iii) the person or incorporated body has been expelled in accordance with clause 5.1(d)(iii).

## **6 Winding up and revocation of endorsement**

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### **6.1 Limited liability on winding up**

- (a) If the Company is wound up while a person is a Member, or within one year after the person ceases to be a Member, the person must contribute to the assets of the Company for the:
- (i) payment of the debts and liabilities of the Company contracted before the person ceased to be a Member; and
  - (ii) costs of winding up.
- (b) Each Member of the Company agrees the guarantee amount under rule 6.1(a) is \$10.00.

### **6.2 No distribution of profits to members on winding up**

- (a) Where property remains after:

- (i) the winding-up or dissolution of the Company; and
  - (ii) satisfaction of all the Company's debts and liabilities,
- such property must not be distributed to the Company's Members.
- (b) Property referred to in rule 6.2(a) must be given to another fund, authority or institution:
    - (i) With objects similar to the objects of the Company; and
    - (ii) With a prohibition on distribution of its income and property among its Members to an extent at least as great as is imposed on the Company under this Constitution.
  - (c) The fund, authority or institution to receive property under rule 6.2(b) must be decided by Ordinary Resolution of the Board at or before the time of the winding-up or dissolution.

## **7 Annual general meeting**

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### **7.1 Annual general meeting**

- (a) The Company must hold an Annual General Meeting at least once in every calendar year.
- (b) The Annual General Meeting must be held within six months from the end of the financial year.

### **7.2 Business at annual general meeting**

- (a) The business of an Annual General Meeting is:
  - (i) if required by the Corporations Act:
    - (A) to receive and consider the financial and other reports required by the Corporations Act to be laid before each Annual General Meeting;
    - (B) to appoint an auditor or reviewer;
  - (ii) to elect directors in accordance with rule 11.3;
  - (iii) to transact any other business which, under this Constitution, is required to be transacted at an Annual General Meeting.
  - (iv) to allow for Members to ask questions or make comments about the management of the Company at the Annual General Meeting.
- (b) All other business transacted at an Annual General Meeting and all business transacted at other general meetings is special business.
- (c) The auditor or reviewer, if any, and its representative may attend and be heard on any part of the business of a meeting concerning the auditor or reviewer. The auditor or reviewer, if any, or its representative, if present at the meeting, may be questioned by the Members, as a whole, about the audit or review, if undertaken.
- (d) A quorum is equal to 50% of members currently on the Register of Members at the time of calling the general meeting.

### **7.3 Provisions about general meetings apply to annual general meeting**

The provisions of this Constitution about general meetings apply, with necessary changes, to annual general meetings.

## **8 Calling general meeting**

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- (a) A general meeting may only be called:
  - (i) by a directors' resolution;
  - (ii) in accordance with rules 9.2 and 10.1 of the Constitution; or
  - (iii) as otherwise provided in the Corporations Act.

## **9 Power to call general meeting**

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### **9.1 Directors' power to call meeting**

- (a) The directors may call a general meeting.

### **9.2 General meeting requested by members**

- (a) If Members with at least 50% of the votes that may be cast at a general meeting make a written request to the Company for a general meeting to be held, the directors must:
  - (i) within 21 days of the Members' request, give all Members notice of a general meeting, and
  - (ii) hold the general meeting within 2 months of the Members' request.
- (b) The percentage of votes that Members have (in clause 9.2) is to be worked out as at midnight before the day the Members request the meeting.
- (c) The Members who make the request for a general meeting must:
  - (i) state in the request any resolution to be proposed at the meeting;
  - (ii) sign the request; and
  - (iii) give the request to the Company.
- (d) Separate copies of a document setting out the request may be signed by Members if the wording of the request is the same in each copy.

### **9.3 Members' power to call meeting**

- (a) If the Directors do not call the meeting within 21 days of being requested under clause 9.2, 50% or more of the Members who made the request may call and arrange to hold a general meeting.
- (b) To call and hold a meeting under clause 10.1(a) the Members must:
  - (i) as far as possible, follow the procedures for general meetings set out in this Constitution;
  - (ii) call the meeting using the list of Members on the Company's register of members, which the Company must provide to the Members making the request at no cost, and

- (iii) hold the general meeting within three months after the request was given to the Company.
- (c) A meeting which is not called by a directors' resolution and is called under a Members' requisition pursuant to either rule 9.2 or 9.3 may not be postponed or cancelled without the prior written consent of the Members who called or requisitioned the meeting.
- (d) If a meeting is held pursuant to rule 9.3, the Company must pay the Members who requested the general meeting any reasonable expenses they incur because the Directors did not call and hold the meeting.

#### **9.4 Change to meeting**

- (a) The Board may:
  - (i) postpone a general meeting;
  - (ii) cancel a general meeting; or
  - (iii) change the place for a general meeting,

if they consider that the general meeting has become unnecessary, or the venue would be unreasonable or impractical or a change is necessary in the interests of conducting the meeting efficiently.

### **10 General meeting protocol**

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#### **10.1 Notice of general meetings**

- (a) Notice of a general meeting must:
  - (i) be given to each person who at the time of giving the notice is a Member, director or auditor of the Company;
  - (ii) be received by each person who at the time of giving the notice is a Member, director or auditor of the Company, at least 21 days prior to the date of the meeting.
- (b) The Board may decide the content of a notice of a general meeting, but at a minimum the notice must include:
  - (i) the time, date and place for the meeting;
  - (ii) the general nature of the business to be transacted at the meeting; and
  - (iii) if, at the meeting, there is to be a Special Resolution, notice of that resolution; and
  - (iv) a statement that the member is entitled to appoint a proxy, and the conditions of that appointment; and
  - (v) any other matters required by the Corporations Act.
- (c) Unless the Corporations Act provides otherwise:
  - (i) no business may be transacted at a general meeting unless the general nature of the business is stated in the notice calling the meeting; and
  - (ii) except with the approval of the directors or the chairman, no person may move any amendment to a proposed resolution the terms of which are set out in the notice calling the meeting or to a document which relates to that resolution and a copy of which has been made available to Members to inspect or obtain.

- (d) A person may waive notice of any general meeting by written notice to the Company.

## **10.2 Non-receipt of notice**

- (a) Subject to the Corporations Act, the:
  - (i) non-receipt of a notice of any general meeting by; or
  - (ii) accidental omission to give notice to,any person entitled to notice does not invalidate anything done (including the passing of a resolution) at that meeting.
- (b) A person's attendance at a general meeting waives any objection that person may have to:
  - (i) a failure to give notice, or the giving of a defective notice, of the meeting unless the person at the beginning of the meeting objects to the holding of the meeting; and
  - (ii) the consideration of a particular matter at the meeting which is not within the business referred to in the notice of the meeting, unless the person objects to considering the matter when it is presented.

## **10.3 Admission to general meetings**

- (a) The chairman of a general meeting may refuse admission to, or require to leave and remain out of, the meeting any person:
  - (i) in possession of a pictorial-recording or sound-recording device;
  - (ii) in possession of a placard or banner;
  - (iii) in possession of an article considered by the chairman to be dangerous, offensive or liable to cause disruption;
  - (iv) who refuses to produce or permit examination of any article, or the contents of any article, in the person's possession;
  - (v) who behaves or threatens to behave in a dangerous, offensive or disruptive way; or
  - (vi) who is not entitled to receive notice of the meeting.
- (b) The chairman may delegate the powers conferred by rule 10.3(a) to any person.
- (c) A person, whether a Member or not, requested by the directors or the chairman to attend a general meeting is entitled to be present and, at the request of the chairman, to speak at the meeting.

## **10.4 Quorum at general meetings**

- (a) No business may be transacted at a general meeting, except the election of a chairman and the adjournment of the meeting, unless a quorum of Members is present when the meeting proceeds to business.
- (b) A quorum is equal to 50% of members currently on the Register of Members at the time of calling the general meeting.
- (c) If a quorum is not present within 30 minutes after the time appointed for the general meeting:

- (i) where the meeting was called at the request of Members, the meeting must be dissolved; or
- (ii) in any other case:
  - (A) the meeting stands adjourned to the day, and at the time and place, that the directors present decide; or
  - (B) if the directors present do not make a decision, the meeting stands adjourned to the same day in the next week at the same time and place.
- (d) At an adjourned meeting, if a quorum is not present within 30 minutes after the time appointed for the meeting, the directors are empowered to determine the matters on the agenda on behalf of the members.

### **10.5 Chairman**

- (a) The chairman of the Board is entitled to take the chair at every general meeting.
- (b) If at any general meeting:
  - (i) the chairman of the Board is not present at the specified time for holding the meeting; or
  - (ii) the chairman of the Board is present but is unwilling to act as chairman of the meeting,

the deputy chairman of the Board is entitled to take the chair at the meeting.

- (c) If at any general meeting:
  - (i) there is no chairman of the Board or deputy chairman of the Board;
  - (ii) the chairman of the Board and deputy chairman of the Board are not present at the specified time for holding the meeting; or
  - (iii) the chairman of the Board and the deputy chairman of the Board are present but each is unwilling to act as chairman of the meeting,

the directors present may choose another director as chairman of the meeting and if no director is present or if each of the directors present are unwilling to act as chairman of the meeting, a Member chosen by the Members present is entitled to take the chair at the meeting.

### **10.6 Acting chairman**

- (a) A chairman of a general meeting may, for any item of business or discrete part of the meeting, vacate the chair in favour of another person nominated by him or her to be the Acting Chairman.
- (b) Where an instrument of proxy appoints the chairman as proxy for part of the proceedings for which an Acting Chairman has been nominated, the instrument of proxy is taken to be in favour of the Acting Chairman for the relevant part of the proceedings.



## **10.7 Conduct at general meetings**

- (a) The chairman of a general meeting:
  - (i) has charge of the general conduct of the meeting and the procedures to be adopted at the meeting;
  - (ii) may require the adoption of any procedure which is in the chairman's opinion necessary or desirable for proper and orderly debate or discussion and the proper and orderly casting or recording of votes at the general meeting; and
  - (iii) may, having regard where necessary to the Corporations Act, terminate discussion or debate on any matter whenever the chairman considers it necessary or desirable for the proper conduct of the meeting,
- (b) A decision by the chairman under this rule is final.

## **10.8 Adjournment and postponement by the chairman**

- (a) Despite rules 9.3(b) and 9.4, where the chairman considers that:
  - (i) there is not enough room for the number of Members who wish to attend the meeting; or
  - (ii) a postponement is necessary in light of the behaviour of persons present or for any other reason so that the business of the meeting can be properly carried out,

the chairman may postpone the meeting before it has started, whether or not a quorum is present.
- (b) A postponement under rule 10.8(a) is to another time, which may be on the same day as the meeting, and may be to another place (and the new time and place is taken to be the time and place for the meeting as if specified in the notice which called the meeting originally).
- (c) The chairman may at any time during the course of the meeting:
  - (i) adjourn the meeting or any business, motion, question or resolution being considered or remaining to be considered by the meeting either to a later time at the same meeting or to an adjourned meeting; and
  - (ii) for the purpose of allowing any poll to be taken or determined, suspend the proceedings of the meeting for any period or periods he or she decides without effecting an adjournment – no business may be transacted and no discussion may take place during any suspension of proceedings unless the chairman otherwise allows.
- (d) The chairman's rights under rules 10.8(a) and 10.8(c) are exclusive and, unless the chairman requires otherwise, no vote may be taken or demanded by the Members present about any postponement, adjournment or suspension of proceedings.
- (e) Only unfinished business may be transacted at a meeting resumed after an adjournment.
- (f) Where a meeting is postponed or adjourned for 30 days or more, notice of the postponed or adjourned meeting must be given as in the case of the original meeting.

## **10.9 Decisions at general meetings**

- (a) Except where a resolution requires a special majority, questions arising at a general meeting must be decided by a majority of votes cast by the Members present at the meeting. A decision made in this way is, for all purposes, a decision of the Members.
- (b) A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is demanded:
  - (i) before the show of hands is taken; or
  - (ii) before the result of the show of hands is declared.
- (c) Unless a poll is demanded pursuant to rule 10.9(b), a declaration by the chairman of a general meeting that a resolution has, on a show of hands:
  - (i) been carried;
  - (ii) been carried unanimously;
  - (iii) been carried by a particular majority; or
  - (iv) been lost,

is sufficient for the purposes of deciding the resolution and an entry to that effect in the Company's minute book is conclusive evidence of that fact, such that no further proof of the number or proportion of the votes recorded for or against the resolution is required to be recorded.

## **10.10 When poll may be demanded**

- (a) A poll may be demanded by:
  - (i) the chairman;
  - (ii) Members with at least 5% of the votes that may be cast on the resolution on a poll.
- (b) A demand for a poll does not prevent a general meeting continuing to transact any business except the question on which the poll is demanded.
- (c) If a poll is duly demanded at a general meeting, it must be taken in the way and either at once or after an interval or adjournment as the chairman of the meeting directs. The result of the poll as declared by the chairman is the resolution of the meeting at which the poll was demanded.

## **10.11 Voting rights**

- (a) Subject to this Constitution, at a general meeting:
  - (i) on a show of hands, each Member present has one vote;
  - (ii) where a person is entitled to vote by virtue of rule 10.9 in more than one capacity, that person is entitled only to one vote on a show of hands;
  - (iii) if the person appointed as proxy has two or more appointments that specify different ways to vote on a resolution, the proxy must not vote on a show of hands; and

- (iv) on a poll, each Member present has one vote.
- (b) Where any of the membership fee or other amount payable to the Company has not been duly paid, that Member is not entitled to vote.
- (c) A Member is not entitled to vote on a resolution if, under the Corporations Act, the notice which called the meeting specified that:
  - (i) the Member must not vote or must abstain from voting on the resolution; or
  - (ii) a vote on the resolution by the Member must be disregarded for any purposes.
- (d) If the Member referred to in rule 10.11(c) or a person acting as proxy, attorney or Nominated Representative of that Member does tender a vote on that resolution, their vote must not be counted.
- (e) An objection to the validity of a vote tendered at a general meeting must be:
  - (i) raised before or immediately after the result of the vote is declared; and
  - (ii) referred to the chairman of the meeting, whose decision is final.
- (f) A vote tendered, but not disallowed by the chairman of a meeting under rule 10.11(e), is valid for all purposes, even if it would not otherwise have been valid.
- (g) The chairman may decide any difficulty or dispute which arises as to the number of votes which may be cast by or on behalf of any Member and the decision of the chairman is final.
- (h) In the event of a tied vote, the Chairman may exercise a casting vote and the decision of the Chairman is final at that meeting.

#### **10.12 Representation at general meetings**

- (a) Subject to this Constitution, each Member entitled to vote at a general meeting may vote:
  - (i) in person or, where a Member is a body corporate, by its Nominated Representative;
  - (ii) by not more than one proxy; or
  - (iii) by not more than one attorney.
- (b) A proxy, attorney or Nominated Representative may, but need not, be a Member of the Company.

#### **10.13 Appointment of proxies**

- (a) Any Member entitled to vote at a general meeting may appoint one proxy.
- (b) A proxy may be a Member who is not entitled in their own right to vote on a particular resolution.
- (c) The document appointing a proxy must:
  - (i) be in the form approved by the Board;
  - (ii) be signed by the appointer or his attorney;
  - (iii) set out the name of the person to be appointed as proxy;

- (iv) allow the Member to direct the proxy to vote for or against (or abstain from voting on) any proposed resolution;
  - (v) set out the period of appointment including whether it is valid only for stipulated meetings; and
  - (vi) be received by the Company at least 48 hours (or a lesser period as the Board may decide and stipulate in the notice of meeting) before the time for holding the meeting or poll at which the person named in the document proposes to vote.
- (d) Unless otherwise specified or revoked a proxy appointment is valid:
- (i) for 12 months after the date of its execution; and
  - (ii) for any adjournment of the meeting, as well as for the meeting to which it relates.
- (e) The proxy document is deemed to include the right to demand or join in demanding a poll and (except to the extent to which the proxy is specifically directed to vote for or against any proposal) the power to act generally at the meeting for the person giving the proxy.

## **11 Structure and appointment of directors**

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### **11.1 Structure of the board**

- (a) The Board will consist of:
- (i) at least two and not more than three directors who are to be elected by the Board in accordance with rule 11.2; and
  - (ii) at least two and not more than four directors who are to be elected by the Members in accordance with rule 11.3; and
- (b) The Board's membership shall contain a broad mixture of skills, experience and background that:
- (i) reflects the Company's governance requirements and strategic objectives;
  - (ii) fulfils the roles set out in any skills matrix which the Board may prepare and amend from time to time, having due regard to the Company's governance requirements and strategic objectives.

### **11.2 Election of directors by the board**

- (a) The election of directors under this rule will occur as follows:
- (i) the election of directors by the Board may occur at any meeting of the Board;
  - (ii) any existing director may nominate any natural person to serve as a director, provided that such natural person meets the criteria set out in rule 11.1(b);
  - (iii) no person is eligible for election as a director unless the nominee gives written consent;
  - (iv) the nomination and consent must be left at the Office at least 25 days, and at most 35 days, before the Board meeting;
  - (v) the candidate's name and the proposer's name must be forwarded to all directors with the notice of the Board meeting;

- (vi) at the Board meeting, each director present is entitled to cast a vote 'for' or 'against' the appointment of a candidate for a vacant position for which they have nominated;
- (vii) directors are entitled to cast a vote 'for' or 'against' the appointment of each candidate and the candidates receiving the highest number of votes 'for' are elected, in progressive order, until all vacant positions are filled provided those candidates exceed 50% of votes available; and
- (viii) the Board may use its powers under rule 11.8 to appoint a person or persons to fill a vacancy or vacancies on the Board.

### **11.3 Election of directors by the members**

- (a) The election of directors under this rule will occur as follows:
  - (i) the election of directors by Members may only occur at an Annual General Meeting or at a general meeting of Members pursuant to rule 11.6(f)(ii);
  - (ii) any member may nominate any natural person to serve as a director;
  - (iii) no person is eligible for election as a director unless the nominee gives written consent;
  - (iv) the nomination and consent must be delivered to the Office at least 25 days, and at most 35 days, before the Annual General Meeting;
  - (v) at least 15 days prior to the Annual General Meeting, the Board is to:
    - (A) consider the nominations and consents received pursuant to rule 11.3(a)(iii);
    - (B) determine, by majority vote, whether, in its reasonable opinion, each of the persons that are the subjects of the nominations and consents:
      - (i) are capable of supporting the Company's role, objects and governance requirements; and
      - (ii) will fulfil the roles set out in any skills matrix which the Board may prepare and amend from time to time, having due regard to the Company's governance requirements and strategic objectives.
    - (C) prepare a list of the candidates who meet the standards set out in rule 11.3(a)(v)(B) and provide that list to Members with the notice of Annual General Meeting;
  - (vi) at the Annual General Meeting, each Member present and entitled to vote is entitled to cast a vote 'for' or 'against' the appointment of a candidate for a vacant position for which they have nominated;
  - (vii) Members are entitled to cast a vote 'for' or 'against' the appointment of each named candidate and the candidates receiving the highest number of votes 'for' are elected, in progressive order, until all vacant positions are filled provided candidates exceed 50% of votes available; and
  - (viii) if there are insufficient nominations for available positions, the Board may use its powers under rule 11.8 to appoint a person or persons to fill a casual vacancy or vacancies on the Board.

#### **11.4 Term of appointment and retirement of directors**

- (a) The term of appointment of a director, whether appointed by the Board or the Members, is up to three years.
- (b) At the conclusion of a director's term of appointment, the director is eligible for reappointment in accordance with the provisions of this Constitution.

#### **11.5 Resignation**

- (a) A director may resign from the Board by written notice delivered to the Secretary. The resignation takes effect when the notice is received by the Secretary, or on a later date specified in the notice.

#### **11.6 Removal of directors**

- (a) A director who has been appointed to the Board pursuant to rules 11.2 and 11.3 may be removed from office by Ordinary Resolution of directors at a Board meeting convened for that purpose, if the director is found to have:
  - (i) acted in a way that is contrary to the objects of the Company or that is contrary to the rules set out in this Constitution;
  - (ii) been absent from Board meetings during a period of three consecutive calendar months without leave of absence from the Board where the Board has not, within 14 days of having been served by the Secretary with a notice giving particulars of the absence, resolved that leave of absence be granted;
  - (iii) been convicted on indictment of an offence;
  - (iv) acted in a way that is not consistent with the full commitment to the position and function as a director.
- (b) At the Board meeting, and prior to the Board's determination, the director must be given the opportunity to present his or her case to the Board, orally and/or in writing.
- (c) If a director is removed from office pursuant to rule 11.6(a), the removed directors' position is to be treated as a casual vacancy and may be filled by the Board pursuant to rule 11.8.
- (d) If a director is removed from office pursuant to rule 11.6(a):
  - (i) the removed director's position is to be treated as a casual vacancy;
  - (ii) the Members may, at a general meeting of Members, elect another person to be appointed to the Board, provided that the term of such appointment is until the date of the next Annual General Meeting.

#### **11.7 Vacating office**

- (a) In addition to the circumstances prescribed by the Corporations Act and this Constitution, the office of a director becomes vacant if the director:
  - (i) becomes an Insolvent under administration, suspends payment generally to creditors or compounds with or assigns the director's estate for the benefit of creditors;
  - (ii) becomes a person of unsound mind or a person who is a patient under laws relating to mental health or whose estate is administered under laws about mental health;

- (iii) resigns office by written notice to the Company;
- (iv) is removed from office pursuant to this Constitution;
- (v) is prohibited from being a director by reason of the operation of the Corporations Act.

### **11.8 Casual vacancies**

- (a) The Board has power to appoint a person as a director to fill a casual vacancy among the Board.
- (b) Any person appointed under this rule holds office until the next Annual General Meeting.

### **11.9 Remuneration of directors**

- (a) The directors may be remunerated a reasonable amount for their services as directors, such remuneration to be determined by Ordinary Resolution of the Board.
- (b) The directors are entitled to be reimbursed for expenses incurred in performing their role as directors, as determined by the Board.

### **11.10 Directors' interests**

- (a) A director is not disqualified by reason only of being a director (or the fiduciary obligations arising from that office) from:
  - (i) holding an office (except auditor) or place of profit or employment in the Company or a related body corporate of the Company;
  - (ii) 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;
  - (iii) being a member, creditor or otherwise being interested in any body corporate (including the Company), partnership or entity, except as auditor of the Company;
  - (iv) entering into any agreement or arrangement with the Company; or
  - (v) 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 and the ACNC Act regarding the disclosure of the director's interests.
- (c) The Board may make regulations requiring the disclosure of interests that a director, and any person taken by the directors to be related to or associated with the director, may have in any matter concerning the Company or a related body corporate. Any regulations made under this Constitution bind all directors.
- (d) No act, transaction, agreement, instrument, resolution or other thing is invalid or voidable only because a person fails to comply with any regulation made under rule 11.10(c).
- (e) A director who has a material personal interest in a matter that is being considered by the directors must not be present at a meeting while the matter is being considered nor vote on the matter, except where permitted by the Corporations Act.

- (f) If a director has an interest in a matter, then subject to rules 11.10(c), 11.10(g) and the Constitution:
  - (i) that director may not be counted in a quorum at the Board meeting that considers the matter that relates to the interest;
  - (ii) that director may not participate in and vote on matters that relate to the interest;
  - (iii) the Company can proceed with any transaction that relates to the interest and the director may participate in the execution of any relevant document by or on behalf of the Company;
  - (iv) the director may retain the benefits under the transaction that relates to the interest even though the director has the interest; and
  - (v) the Company cannot avoid any transaction that relates to the interest merely because of the existence of the interest.
- (g) If an interest of a director is required to be disclosed under rule 11.10(b), rule 11.10(f)(iv) applies only if the interest is disclosed before the transaction is entered into.
- (h) A contract or arrangement entered into by or on behalf of the Company in which a director is in any way interested is not invalid or voidable merely because the director holds office as a director or because of the fiduciary obligations arising from that office.
- (i) A director who is interested in any arrangement involving the Company is not liable to account to the Company for any profit realised under the arrangement merely because the director holds office as a director or because of the fiduciary obligations arising from that office, if the director complies with the disclosure requirements applicable to the director under rule 11.10(a) and under the Corporations Act about that interest.
- (j) A director who is interested in any contract or arrangement may, despite that interest, witness the fixing of the Company seal to any document evidencing or otherwise connected with that contract or arrangement.

## **12 Powers and duties of directors**

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### **12.1 Duties**

- (a) The directors must comply with:
  - (i) their duties as directors under legislation;
  - (ii) their duties under common law; and
  - (iii) the duties described in governance standard 5 of the ACNC Regulation which are:
    - (A) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a director of the Company;
    - (B) to act in good faith in the best interests of the Company and to further the object of the Company;
    - (C) not to misuse their position as a director;



- (D) not to misuse information they obtain in their role as a director;
- (E) to disclose any perceived or actual material conflicts of interest to the Company;
- (F) to ensure that the financial affairs of the Company are managed in a responsible manner; and
- (G) not to allow the Company to operate while it is insolvent.

## **12.2 General powers**

- (a) The directors are responsible for managing the business of the Company and may exercise all powers and do all things that are within the Company's power and are not expressly required by the Corporations Act or this Constitution to be exercised by the Company in a general meeting.
- (b) The Board may make regulations, by-laws and policies consistent with the Constitution, which in the opinion of the Board are necessary or desirable for the proper control, administration and management of the Company's finances, affairs and property, or are necessary for the convenience, comfort and well-being of the Members (including the terms of entry of Members to the Company's premises and any event or function sponsored, promoted, facilitated or conducted by the Company) and amend or rescind any regulations and by-laws.
- (c) A regulation, policy or by-law of the Company made by the Board may be disallowed by the Company in a later general meeting. A resolution or regulation made by the Company in general meeting cannot invalidate prior acts of the Board which would have been valid if that resolution or regulation had not been passed or made.
- (d) A director is entitled to attend, speak and vote at general meetings. A director appointed by the Board is entitled to vote at general meetings

## **12.3 Power to borrow and give security**

- (a) The Board may exercise all the powers of the Company to:
  - (i) borrow or raise money in any other way;
  - (ii) charge mortgage or otherwise encumber any of the Company's property or business or any of its property; and
  - (iii) issue debentures or give any security for a debt, liability or obligation of the Company or of any other person.
- (b) The Board may decide how cheques, promissory notes, banker's drafts, bills of exchange or other negotiable instruments must be signed, drawn, accepted, endorsed or otherwise executed, as applicable, by or on behalf of the Company.

## **12.4 Powers of appointment**

- (a) The Board may:
  - (i) appoint or employ any person as an officer, agent or attorney of the Company for the purposes, with the powers, discretions and duties (including powers, discretions and duties vested in or exercisable by the directors), for any period and on any other conditions they decide;
  - (ii) authorise an officer, agent or attorney to delegate any of the powers, discretions and duties vested in the officer, agent or attorney; and

- (iii) remove or dismiss any officer, agent or attorney of the Company at any time, with or without cause.

## **13 Proceedings of board meetings**

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### **13.1 Board meetings**

- (a) The Board may meet to attend to business and adjourn and otherwise regulate their meetings as they decide.
- (b) The contemporaneous linking together by telephone, video link or other electronic means of a sufficient number of directors to constitute a quorum, constitutes a meeting of the Board.
- (c) All the provisions in this Constitution relating to meetings of the directors apply, as far as they can and with any necessary changes, to meetings of the directors by telephone, video link or other electronic means.
- (d) A meeting by telephone, video link or other electronic means is to be taken to be held at the place where the chairman of the meeting is or at any other place the chairman of the meeting decides on, if at least one of the directors involved was at that place for the duration of the meeting.
- (e) A director taking part in a meeting by telephone, video link or other electronic means is to be taken to be present in person at the meeting.
- (f) If, before or during the meeting, any technical difficulty occurs where one or more directors cease to participate, the chairman may adjourn the meeting until the difficulty is remedied or may, where a quorum of directors remains present, continue with the meeting.

### **13.2 Calling board meetings**

- (a) A director may, whenever the director thinks fit, call a meeting of the directors.
- (b) The Secretary must, if requested by a director, call a meeting of the directors.

### **13.3 Notice of board meetings**

- (a) Notice of a meeting of the Board must be given to each person who is, at the time the notice is given, a director, including a director on leave of absence.
- (b) A notice of a meeting of directors:
  - (i) must specify the time and place of the meeting;
  - (ii) need not state the nature of the business to be transacted at the meeting;
  - (iii) may, if necessary, be given immediately before the meeting; and
  - (iv) may be given in person or by post or by telephone, fax, email or other electronic means.
- (c) A director may waive notice of a meeting of directors by giving notice to that effect in person or by post or by telephone, fax, email or other electronic means.
- (d) Failure to give a director notice of a meeting of directors does not invalidate anything done or any resolution passed at the meeting if:

- (i) the failure occurred by accident or inadvertent error; or
  - (ii) the director attended the meeting or waived notice of the meeting (whether before or after the meeting).
- (e) A person who attends a meeting of directors waives any objection that person may have to a failure to give notice of the meeting.

#### **13.4 Quorum at meetings of directors**

- (a) No business may be transacted at a meeting of directors unless a quorum of directors is present at the time the business is dealt with.
- (b) Unless the directors decide otherwise, half of the number of directors plus one will constitute a quorum.
- (c) If there is a vacancy in the office of a director, the remaining directors may act. But, if their number is not sufficient to constitute a quorum, they may act only in an emergency or to increase the number of directors to a number sufficient to constitute a quorum or to call a general meeting of the Company.
- (d) In the event of a tied vote, the Chairman may exercise a casting vote and the decision of the Chairman is final at that meeting.

#### **13.5 Chairman and deputy chairman of directors**

- (a) The Board may elect, for any period they decide:
  - (i) a director to the office of chairman of directors; and
  - (ii) one or more directors to the office of deputy chairman of directors.
- (b) The chairman of directors is entitled, if present within ten minutes after the time appointed for the meeting and willing to do so, to preside as chairman at a meeting of directors.
- (c) If, at a meeting of directors:
  - (i) there is no chairman of directors;
  - (ii) the chairman of directors is not present within ten minutes after the time appointed for the holding of the meeting; or
  - (iii) the chairman of directors is present within that time but is not willing or declines to act as chairman of the meeting,

the deputy chairman if any, if then present and willing to act, is entitled to be chairman of the meeting or if the deputy chairman is not present or is unwilling or declines to act as chairman of the meeting, the directors present must elect one of themselves to chair the meeting.

#### **13.6 Decisions of directors**

- (a) The directors, at a meeting at which a quorum is present, may exercise any authorities, powers and discretions vested in or exercisable by the directors under this Constitution.
- (b) Unless otherwise specified in this Constitution, questions arising at a meeting of directors must be decided by a majority of votes cast by the directors present and entitled to vote on the matter.

- (c) Where only two directors are present or entitled to vote at a meeting of directors and the votes are equal on a proposed resolution:
  - (i) the chairman of the meeting does not have a second or casting vote; and
  - (ii) the proposed resolution is taken as lost.

### **13.7 Written resolutions (Flying Minutes)**

- (a) A resolution in writing of which notice has been given to all directors and which is consented to (in accordance with rule 13.7(b)) by an Ordinary Resolution of the directors entitled to vote on the resolution:
  - (i) is as valid and effectual as if it had been passed at a meeting of the directors duly called and constituted;
  - (ii) may consist of several documents in the same form.
- (b) A director may consent to a resolution by:
  - (i) signing the document containing the resolution (or a copy of that document);
  - (ii) giving to the Company a written notice (including by fax, email or other electronic means) addressed to the Secretary or to the chairman of directors signifying assent to the resolution and either setting out its terms or otherwise clearly identifying them; or
  - (iii) telephoning the secretary or the chairman of directors and signifying assent to the resolution and clearly identifying its terms.

## **14 Delegation and committees**

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### **14.1 Committees of directors**

- (a) The directors may delegate their powers to a committee of directors with such terms of reference and responsibilities that the Board decides.
- (b) The committee must exercise the powers delegated in accordance with any directions of the directors.
- (c) The provisions of this Constitution applying to meetings and resolutions of directors apply, so far as they can and with any necessary changes, to meetings and resolutions of a committee of directors, except to the extent they are contrary to any direction given under rule 14.1(b).

### **14.2 Delegation to a director**

- (a) The directors may delegate any of their powers to one director.
- (b) A director to whom any powers have been so delegated must exercise the powers delegated in accordance with any directions of the directors.

### **14.3 Validity of acts**

- (a) All acts done at any meeting of the directors or by a committee or by any person acting as a director are, notwithstanding that it is afterwards discovered:
  - (i) that there was some defect in the appointment of any of the directors; or

- (ii) the committee or the person acting as a director or that any of them were disqualified,

valid as if every person had been duly appointed and was qualified and continued to be a director or a member of the committee (as the case may be).

## **15 Company secretary**

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### **15.1 Company secretary**

- (a) The Company must have at least one Secretary.
- (b) The Secretary is to be appointed by Ordinary Resolution of the Board.
- (c) The Board may, by Ordinary Resolution, suspend or remove a Secretary from that office.

## **16 Indemnity and insurance**

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### **16.1 Officer's right of indemnity**

Rules 16.2 and 16.4 apply:

- (a) to each person who is or has been a director, alternate director, Secretary of the Company;
- (b) to any other officers or former officers of the Company or of its related bodies corporate as the Board determines; and
- (c) if the Board so determines, to any auditor or former auditor of the Company or of its related bodies corporate, each an officer for the purposes of this rule.

### **16.2 Indemnity**

The Company will indemnify each officer on a full indemnity basis and to the full extent permitted by law against all Liability incurred by the officer as an officer of the Company or of a related body corporate.

### **16.3 Scope of indemnity**

The indemnity in rule 16.2:

- (a) does not operate in respect of any Liability of the officer to the extent the Liability is covered by insurance;
- (b) is enforceable without the officer having to first incur any expense or make any payment; and
- (c) is a continuing obligation and is enforceable by the officer even though the officer may have ceased to be an officer or auditor of the Company or its related bodies corporate.

### **16.4 Insurance**

The Company may, to the extent the law permits:

- (a) purchase and maintain insurance; or
- (b) pay or agree to pay a premium for insurance,

for each officer against any Liability incurred by the Officer as an officer or auditor of the Company or of a related body corporate including, but not limited to:

- (c) costs and expenses in defending any proceedings, whether civil or criminal, whatever their outcome; or
- (d) Liability arising from negligence or other conduct.

## **16.5 Savings**

Nothing in rule 16.2 or 16.4:

- (a) affects any other right or remedy that a person to whom those rules apply may have in respect of any Liability referred to in those rules;
- (b) limits the capacity of the Company to indemnify or provide or pay for insurance for any person to whom those rules do not apply; or
- (c) limits or diminishes the terms of any indemnity conferred or agreement to indemnify entered into before the adoption of this Constitution.

## **16.6 Contract**

The Company may enter into an agreement with any officer or director to give effect to the rights conferred by this rule or the exercise of a discretion under this rule on any terms as the directors think fit which are not inconsistent with this rule.

## **17 Minutes**

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### **17.1 Contents of minutes**

The Board must ensure that minutes are duly recorded in any manner it thinks fit and include:

- (a) the names of the directors present at each meeting of the Company, the Board and of any committees; and
- (b) details of all resolutions and proceedings of general meetings of the Company and of meetings of the Board and committees.

### **17.2 Signing of minutes**

The minutes of a meeting of the Board or of a committee or of the Company, if signed by the chairman of the meeting or by the chairman of the next meeting, are prima facie evidence of the matters stated in the minutes.

## **18 Inspection of records**

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### **18.1 Inspection by members**

Except as provided by law, this Constitution or as authorised by a directors' resolution, a person who is not a director does not have the right to inspect any of the Board papers, books, records or documents of the Company.

### **18.2 Access by directors**

The Company may enter into contracts, and procure that its subsidiaries enter into contracts, on any terms the directors think fit, to grant a director or former director continuing access for a specified period after the director ceases to be a director to Board papers, books, records and documents including electronic versions of the Company which relate to the period during which

the director or former director was a director of the Company.

## **19 Seal**

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### **19.1 Safe custody of seal**

The directors must provide for the safe custody of the Company's common seal and any duplicate common seal.

### **19.2 Use of seal**

- (a) The common seal may only be used with the authority of the directors.
- (b) Every document to which the common seal is affixed must be signed by a director and countersigned by:
  - (i) a second director;
  - (ii) the Secretary; or
  - (iii) a person appointed by the directors for that purpose.

## **20 Notices**

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### **20.1 Method of service**

- (a) The Company may give a notice to a Member by:
  - (i) delivering it personally;
  - (ii) sending it by prepaid post to the Member's address in the register of Members or any other address the Member gives the Company for notices; or
  - (iii) sending it by fax, email or other electronic means to the fax number, email or electronic address the Member gives the Company for notices.
- (b) Where a Member does not have a registered address or where the Company believes that Member is not known at the Member's registered address, all notices are taken to be:
  - (i) given to the Member if the notice is exhibited in the Company's registered office for a period of 48 hours; and
  - (ii) served at the commencement of that period,unless and until the Member informs the Company of the Member's address.

### **20.2 Time of service**

- (a) A notice from the Company properly addressed and posted is taken to be given and received on the day after the day of its posting.
- (b) A notice sent or given by fax, email or other electronic transmission:
  - (i) is taken to be effected by properly addressing and transmitting the fax, email or other electronic transmission; and
  - (ii) is taken to have been given and received on the day of its transmission.
- (c) Where a given number of days' notice or notice extending over any other period must be given, the day of service is not to be counted in the number of days or other period.

### **20.3 Evidence of service**

A certificate signed by a director or secretary stating that a notice has been given under this Constitution is conclusive evidence of that fact.

### **20.4 Other communications and documents**

Rules 20.1 to 20.3 (inclusive) apply, so far as they can and with any necessary changes, to serving any communication or document.

## **21 General**

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### **21.1 Amendment of Constitution**

This Constitution may be amended, rescinded or added to from time to time by a Special Resolution carried out at any general meeting provided that no such amendment, rescission or addition will be valid until it has been submitted to and approved (if necessary) by the ACNC.

### **21.2 Submission to jurisdiction**

Each Member submits to the non-exclusive jurisdiction of the Supreme Court of the state or territory in which the Company is taken to be registered for the purposes of the Corporations Act, the Federal Court of Australia and the courts which may hear appeals from those courts.

### **21.3 Prohibition and enforceability**

Any part of this Constitution which is prohibited or unenforceable in any place is, in that place, ineffective only to the extent of that prohibition or unenforceability.