

Constitution of Community Care
(Northern Beaches) Limited
ABN 43 282 211 503

ACN 143 706 003

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1. PRELIMINARY

1.1 Replaceable rules

All of the replaceable rules set out in the Act which the Company is entitled to displace, are displaced by the rules set out in this constitution.

1.2 Definitions

The following expressions in this constitution have the meaning below:

Act means *Corporations Act 2001*.

ASIC means Australian Securities and Investments Commission.

Business Day means a week day that is not a public holiday or bank holiday in Sydney, New South Wales.

Board means the Directors acting collectively under this constitution.

Chairperson means the chairperson of the Board.

Company means Community Care (Northern Beaches) Limited named at the beginning of this constitution.

Company Secretary includes any person appointed to perform the duties of Secretary as defined under the Act on a temporary basis and any duly appointed assistant Company Secretary.

Director means a person holding office as a director of the Company from time to time.

Directors means directors acting as a Board.

Financial Year means the twelve months commencing 1 July in any year.

Fees are any fees as defined by the Company under rule 7.8.

Independent in relation to Directors means people who are not employees, professional advisers, suppliers or customers of the Company (to any material degree and including people closely associated with such suppliers) at all times.

Insolvency Event means an event by which a person:

- (a) is insolvent, insolvent under administration, or states that it is unable to pay its debts when they become due and payable
- (b) is placed in or under any form of external administration including if a party or its property is subject to the appointment of an administrator, a controller, receiver or receiver and manager, a liquidator or an official manager
- (c) is made subject to any compromise or arrangement with any of its creditors or members or scheme for its reconstruction or amalgamation, otherwise than as a result of voluntary corporate reconstruction
- (d) is wound up or dissolved, or an order or resolution is made to wind up or dissolve the party
- (e) is or applies to be protected from any of its creditors under any applicable legislation
- (f) has anything similar to any of the events in paragraphs (a) to (e) happen to it under the law of any applicable jurisdiction.

Material Personal Interest means an interest in the affairs of the Company as described under rule 11.2(a).

Member means a person whose name has been entered for the time being in the Register of Members the Company keeps under the Act.

Northern Sydney means the local government area of Sydney which includes Hornsby, Hunters Hill, Ku ring-gai, Lane Cove, Manly, Mosman, North Sydney, Pittwater, Ryde, Warringah and Willoughby.

Registered Office means the registered office for the time being of the Company.

Register of Members means the register of members of the Company under the Act.

Resolution means a resolution other than a Special Resolution.

Special Resolution has the meaning given to it in the Act.

Standing Notice means a notice given under rule 11.3(a).

Target Group means those people with disabilities, those who are ageing, and their carers in Northern Sydney or such other areas as the Board may agree from time to time.

Taxation Act means the *Income Tax Assessment Act 1997* (Cth) and the *Income Tax Assessment Act 1936* (Cth) as amended from time to time.

Vice Chairperson means the person appointed under rule 8.7(a)(ii).

Voting Member in relation to a general meeting, or meeting of a class of Members, means a Member who has the right to be present, and to vote on at least one item of business to be considered at that meeting.

1.3 Interpretation

- (a) Words importing the singular include the plural and vice versa.
- (b) Words importing a gender include any gender.
- (c) Words or expressions defined in the Act have those meanings.
- (d) Except so far as the contrary intention appears in this constitution, an expression has, in a provision of these rules that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act.
- (e) Headings are for convenience only, and do not affect interpretation.
- (f) A reference to:
 - (i) a party includes its administrators, successors, substitutes by novation and assigns
 - (ii) any legislation includes legislation varying consolidating or replacing that legislation and includes all regulations or other instruments issued under that legislation
 - (iii) a person includes a body incorporated or unincorporated, partnership or any legal entity
 - (iv) a document or agreement, or a provision of a document or agreement, is to that document, agreement or provision as amended, supplemented, replaced or novated.

1.4 Previous Memorandum and Articles of Association Superseded

This Constitution supersedes all Memorandum and Articles of Association of the Company in force immediately before the adoption of these clauses.

2. NAME, STRUCTURE AND HISTORY

2.1 Name of the Company

The name of the Company is Community Care (Northern Beaches) Limited

2.2 Company Limited by Guarantee

The Company is limited by Guarantee and the liability of the Members is limited as provided in this document.

3. OBJECTS AND VALUES OF THE COMPANY

3.1 Objects

The object of the Company is to provide services and activities to relieve the disadvantage of people who are ageing, people living with disabilities, regardless of age, and their carers irrespective of ethnic, Aboriginal, cultural or religious background by:

- (a) identifying the needs of people with disabilities, people who are ageing and carers;
- (b) providing flexible alternatives to long-term residential care and by providing support services to carers of our Target Group;
- (c) maintaining people's quality of life and independence through providing services, personal support and information that will allow informed choices and the right of self determination about the assistance they require;
- (d) providing direct relief of poverty, sickness, suffering, distress, misfortune, destitution or helplessness;
- (e) developing and regularly updating a profile of Northern Sydney with particular emphasis on the local government areas of Manly, Pittwater and Warringah, with the assistance of demographic data;
- (f) coordinating a range of services for the Target Group;
- (g) liaising with existing services and identifying service gaps within Northern Sydney;
- (h) promoting the activities of the Company in order to develop and maintain a referral network;
- (i) assisting people who do not fall within guidelines established for the Company by the Company's projects to contact other relevant services;

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- (j) accepting as priority, people who are assessed as at risk of premature or inappropriate institutionalisation;
 - (k) developing and implementing services that will assist the client to remain at home, through consultation and planning with clients and relevant others;
 - (l) maintaining a pattern of regular client contact to enable an ongoing review of their services;
 - (m) establishing and maintaining regular contact with service providers who are linked with individual clients of the Company's projects;
 - (n) acting as an advocate on behalf of clients with services and government departments;
 - (o) recording and reporting to relevant government departments on client needs;
 - (p) considering the auspicing of new initiatives within the Community Care Program; and
 - (q) participating in research and development projects relevant to the work of the Company.

3.2 Values

The Company believes that:

We have a responsibility to promote social justice and equity.

We need to value people as individuals and treat them with dignity, respect, privacy and confidentiality.

We must be accountable and responsive.

We must be committed to organisational development and sustainability.

We must value and support our staff.

4. APPLICATION OF INCOME AND PROPERTY

4.1 Promotion of objects

All income and property of the Company, must be applied solely towards the promotion of the objects of the Company as set out in rule 3.1 and no portion will be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Members of the Company. Nothing in this paragraph prevents payment:

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- (a) for services actually rendered to the Company including as an employee by any Member or Director or for goods and/or services supplied in the usual and ordinary way of business by any Member or Director
 - (b) of interest on money borrowed from any Member or Director at not more than commercial rates
 - (c) of rent for premises leased by any Member or Director to the Company provided that the rent is reasonable and proper
 - (d) of insurance premiums for Directors and officers as permitted by this constitution and
 - (e) for reimbursement of reasonable expenses of Directors and employees

5. DGR STATUS

5.1 Compliance with ATO requirements

If at any time the Company has the status of a company to which gifts can be deducted under the Taxation Act, any provisions that are required from time to time in order to maintain that status are considered to form part of this constitution.

5.2 Compliance with applicable guidelines and directives

The Board must ensure that the Company complies with all relevant guidelines that apply to the Company and any reasonable directives issued to the Company by an authority in a jurisdiction in which the Company conducts charitable fundraising activities.

6. WINDING UP

6.1 Contribution of Members

If the Company is wound up, each Member of the Company undertakes to contribute to the assets of the Company an amount not exceeding AU\$10 (ten dollars) for payment of the debts and liabilities of the Company including the costs of the winding up. This undertaking continues for one year after a Member ceases to be a Member of the Company.

6.2 Distribution of property

Subject to rule 5, if the Company is wound up or dissolved, any property remaining after the satisfaction of the debts and liabilities of the Company will not be paid to or

distributed among the Members but will be given or transferred to an organisation which:

- (a) has similar objects to the Company
- (b) is a deductible gift recipient for the purposes of the Taxation Act
- (c) has been nominated by the Board, and
- (d) has been approved by a Resolution of Members.

7. MEMBERSHIP

7.1 Members of Community Care (Northern Beaches) Inc.

On the establishment of the Company, any person who is a member of Community Care (Northern Beaches) Inc. will automatically become a Member of the Company provided that the person provides an undertaking to the Company, in any form prescribed by the Board, to satisfy the requirements of rule 6.1.

7.2 Eligibility for Membership

A person is eligible for membership of the Company if that person:

- (a) is a natural person and
- (b) in the opinion of the Board, holds the ideals of the promotion of the object of the Company as set out in rule 3.1. and
- (c) does not hold an interest to a material degree as a supplier of service including people closely associated with such suppliers.

7.3 Application for Membership

If a person satisfies the eligibility criteria specified in rule 7.2, that person may apply to the Board for membership of the Company. Any application for membership of the Company must:

- (a) be signed by the applicant, the proposer and the seconder being Members, which may include signature by any electronic means approved by the Board
- (b) be in the form prescribed by the Board from time to time, which may include an application by electronic means; and
- (c) be lodged with the Company Secretary.

7.4 Membership granted at discretion of Board

The Board will consider any application received under rule 7.3 at its next meeting after receipt of the application. At that meeting, the Board may, in its absolute

discretion, grant membership of the Company to persons on such terms and with such rights as they determine subject to rule 7.6.

7.5 Extent of powers

The Directors' power under rule 7.4 includes the power to grant membership with any:

- (a) preferential, deferred or special rights, privileges or conditions, or
- (b) restrictions in regard to voting or otherwise;

7.6 Eligibility for voting rights

The Board may determine, at its absolute discretion, that a new Member is to have voting rights provided that:

- (a) the Member who proposed their membership has voting rights, and
- (b) the Member who seconded their membership has voting rights.

7.7 Approval of Membership

After receiving a nomination for membership under rule 7.3, the Board must decide whether or not the application is to be approved. As soon as reasonably practicable after making the decision, the Company Secretary must write to the nominee to:

- (a) inform the nominee whether or not their membership has been approved, and
- (b) if they have been approved as a Member, request payment of any Fees as prescribed in rule 7.8. within 28 days of the date of the letter.

7.8 Fees

- (a) A Member must pay such Fees as determined by the Company from time to time at a general meeting.
- (b) Such Fees will be payable on the first day of each Financial Year.

7.9 Membership entitlements not transferable

A right, privilege or obligation as held by reason of being a Member of the Company:

- (a) is not capable of being transferred or transmitted; and
- (b) terminates upon cessation of the membership.

7.10 Cessation of membership

Any person will cease to be a Member of the Company if they:

- (a) resign as a Member of the Company by notice in writing to the Company

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- (b) are expelled under rule 7.12(b) as a Member of the Company;
 - (c) become the subject of an Insolvency Event or are subject to any form of insolvent administration
 - (d) fail to pay any Fees that were payable under rule 7.8 for a period of two years
 - (e) are determined by the Board as no longer satisfying the eligibility criteria for Members as set out in rule 7.2, or
 - (f) die.

7.11 Continuation of liability

The estate of the deceased Member will not be released from any liability to the Company in respect of the deceased's membership of the Company.

7.12 Disciplining of Members

- (a) Where the Board has received a complaint by any person that a Member of the Company has persistently:
 - (i) refused or neglected to comply with a provision or provisions of this constitution; or
 - (ii) wilfully acted in a manner prejudicial to the interests of the Company.then the Board, on receiving such a complaint:
 - (iii) must cause notice of the complaint to be served on the Member concerned; and
 - (iv) must give the Member at least 14 days, from the time the notice is served, (except where the majority vote of the Board determines a shorter period or suspension without notice is required) within which to make submissions to the Board in connection with the complaint, and
 - (v) must take into consideration any submissions made by the Member in connection with the complaint.
- (b) The Board may, by resolution, expel the Member from the Company or suspend the Member from membership of the Company if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
- (c) If the Board expels or suspends a Member the Company Secretary must, within seven days after the action is taken, cause written notice to be given to the Member of the action taken, of the reasons given by the Board for having taken that action and of the Member's right of appeal under rule 7.13.
- (d) An expulsion referred to in rule 7.12(c) does not take effect until the earlier of:

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- (i) the expiry of the period within which the Member is entitled to appeal against the resolution concerned, or
 - (ii) the Company confirming the resolution under rule 7.13(e).

7.13 Right of appeal of disciplined Member

- (a) A Member may appeal to the Company against a decision of the Board to suspend or expel that Member within 7 days after notice of the decision is served on the Member, by lodging with the Company Secretary a notice to that effect.
- (b) The notice may, but need not, be accompanied by a statement of the grounds on which the Member intends to rely for the purposes of the appeal.
- (c) On receipt of a notice from a Member under rule 7.13(b), the Company Secretary must notify the Board which is to convene a general meeting of the Company to be held within 28 days after the date on which the Company Secretary received the notice.
- (d) At the general meeting of the Company convened under rule 7.13(c):
 - (i) no business other than the question of the appeal is to be transacted, and
 - (ii) the Board and the Member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (iii) the Members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (e) If the Company passes an ordinary Resolution in favour of a decision of the Board, the decision is confirmed.

8. DIRECTORS AND OFFICERS

8.1 Composition of Board of Directors

The Board of the Company consists of up to ten Directors. No Director shall be an employee of the Company. The majority of Directors must be Independent.

8.2 Number

At all times the Company must have no more than 10 Directors in total until otherwise decided by ordinary Resolution at a general meeting.

8.3 Term of Office

The term of office of Directors (other than those appointed by the Board) shall be 3 years. In every year one third, or the nearest number who have been longest in office since last being elected shall retire. As between two or more who have been in office an equal length of time, the Director or Directors to retire shall, in default of an agreement between them, be determined by lot. The length of time a Director has been in office shall be computed from that person's last election. A Director appointed by the Board retires at the annual general meeting following their appointment. A retiring Director shall be eligible for re-election and shall act as a Director throughout the meeting at which the Director retires.

8.4 Number of Directors to be elected.

At each annual general meeting the Members will elect persons to the office of Director in accordance with the election process set out in rule 8.6 so that up to ten Directors on the Board hold office as elected Directors under rule 8.6. Subject to this Constitution the Board will determine the maximum number of persons to be elected as Directors at an annual general meeting.

8.5 Director must be a Member

A Director of the Company must, at all times while they hold the office of Director, be a Member of the Company.

8.6 Election process

Directors elected under this rule 8.6 must be elected according to the following process:

- (a) Any two Voting Members of the Company may nominate any other Voting Member to serve as a Director.
- (b) The nomination must be:
 - (i) in writing
 - (ii) signed by nominee proposing Member and seconding Member
 - (iii) lodged with the Company Secretary at least 30 days before the meeting at which the election is to take place.
- (c) The Company Secretary must compile a list of the candidates' names in alphabetical order, with the names of the proposing Member and the seconding Member and:
 - (i) post it in a conspicuous place in the Registered Office of the Company
 - (ii) post it in the Member's section of the Company's website (if the Company has one), or

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- (iii) send it to all Members who have voting rights with the voting instructions and notice of annual general meeting, or
 - (iv) do any combination of (i) to (iii)
- at least seven days immediately preceding the meeting at which the election is to take place.
- (d) If the number of candidates is equal to or less than the number of vacancies, the Board may appoint the candidates on the appointment date without holding a ballot.
 - (e) If a ballot is required, the Company Secretary must prepare balloting lists containing the names of the candidates only in alphabetical order and send those lists to each Member at least 20 days before the meeting at which the election is to take place.
 - (f) Subject to rule 8.5(h), Voting Members may vote in person at the general meeting or if permitted by the Board may vote, by post or by electronic means permitted by the Board.
 - (g) If voting by post or by approved electronic means is permitted, each Voting Member is entitled to one vote for a number of candidates that does not exceed the number of Directors being appointed and only votes received at the Registered Office of the Company, or at the return postal address in the notice accompanying the ballot listing, by 5pm at least five Business Days prior to the meeting will be counted in the election.
 - (h) A Voting Member is not entitled to vote at a general meeting unless all monies presently payable to the Company by that Member have been paid.
 - (i) The number of postal and approved electronic votes received will be recorded in the minutes of the general meeting.
 - (j) Each Voting Member present in person or by proxy at the general meeting at which the election is to take place, and who has not voted by post or by approved electronic means, will be given a ballot listing containing the names of candidates in alphabetical order and will be entitled to one vote in accordance with the ballot paper instructions.
 - (k) The number of votes personally cast at the general meeting will be recorded in the minutes of the general meeting.
 - (l) Subject to rule 8.5(g), the postal votes and votes by electronic means received and the votes cast at the general meeting will be counted and tallied at the general meeting and recorded in the minutes of the general meeting.
 - (m) The candidates with the highest number of votes in the ballot will be elected to fill each vacancy on the Board.

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- (n) The appointment date for Directors appointed under this rule is the date of the annual general meeting of the Company.

8.7 Office Bearers

- (a) As soon as it is reasonably practicable after each annual general meeting of the Company, the Board must elect one of their number to each of the following roles:
- (i) Chairperson
 - (ii) Vice Chairperson and
 - (iii) Treasurer
- (b) A Director may not be elected to more than one role described in rule 8.7(a) at any one time.
- (c) In the event that a Director who is elected to one of the roles described in rule 8.7(a) ceases to be a Director in accordance with rule 8.10, then the remaining Directors must elect another Director to take their place.
- (d) Appointments made under rule 8.7(a) expire at each annual general meeting of the Company.

8.8 Chief Executive Officer

The Board shall appoint a person to be the Chief Executive Officer of the Company, and delegate such powers to the Chief Executive Officer as the Board sees fit subject to rule 10.

8.9 Company Secretary

- (a) The Company Secretary or Secretaries of the Company shall be appointed by the Directors in accordance with the Act. At least one secretary shall be ordinarily resident in Australia. The Directors may also appoint acting or assistant secretaries. Any such appointment may be for such term, at such remuneration and upon such conditions as the Directors think fit and any person so appointed may be suspended or removed by the Directors.
- (b) The Directors may vest in the Company Secretary such powers, duties and authorities as they may from time to time determine and the Company Secretary must exercise all such powers and authorities subject at all times to the control of the Directors.
- (c) The Company Secretary is entitled to attend all meetings of the Directors and all general meetings of the Company and may be heard on any matter.

8.10 Cessation

The office of a Director automatically becomes vacant if the person who holds the office:

- (a) ceases to be a Member of the Company
- (b) becomes the subject of an Insolvency Event or are subject to any form of insolvent administration
- (c) is not permitted by the Act to be a Director or vacates office by force of a provision of the Act
- (d) becomes of unsound mind or physically or mentally incapable of performing the functions of that office
- (e) is absent without the consent of the Directors from three consecutive Board meetings
- (f) resigns by giving notice in writing to the Company
- (g) is removed from office under rule 8.11
- (h) dies
- (i) was appointed to the office for a specified period and that period expires
- (j) ceases to be Independent and as a consequence the majority of the Directors are no longer Independent or
- (k) becomes an employee of the Company.

8.11 Removal

A Director can be removed from office by Resolution of the Voting Members, whether or not a Director's appointment was expressed to be for a specified period.

8.12 Too few Directors

If the number of Directors is reduced below the quorum required by rule 14.6, the continuing Directors may act as the Board only:

- (a) to appoint Directors up to the number required for a quorum under rule 14.6
- (b) to convene a meeting of Members
- (c) in emergencies.

8.13 Board of Management of Community Care (Northern Beaches) Inc.

On the date of incorporation of the Company, the then current Board of Management of Community Care (Northern Beaches) Inc will become the Board of the Company,

and will be treated for the purposes of this constitution as if they were elected under rule 8.6 on the date of incorporation of the Company.

8.14 Directors May Fill Casual Vacancies or Appoint Additional Directors

Notwithstanding the previous clauses, the Directors shall also have power at any time to appoint any other person as a Director, either to fill a casual vacancy or as an addition to the Board, except that the total number of Directors shall not exceed the maximum number for the time being fixed by or under this Constitution. Any Director appointed under this clause holds office only until the next annual general meeting of the Company and is then eligible for election.

9. POWERS OF THE BOARD

9.1 Management of Company

Subject to the Act and to any other provision of this constitution, the Board will manage the business of the Company. The Directors may exercise all powers of the Company that are not, by the Act or by this constitution, required to be exercised by the Company in general meeting.

9.2 Exercise of powers

A power of the Board can be exercised only by resolution passed, or treated by rule 14 as passed, at a meeting of the Board, or in accordance with rule 21.

9.3 Negotiable instruments

The Board must decide the manner in which negotiable instruments can be executed, accepted or endorsed for and on behalf of the Company. The Company may execute, accept or endorse negotiable instruments only in the manner for the time being decided by the Board.

10. DELEGATION OF BOARD POWERS

10.1 Delegation of powers

The Board may delegate any of its powers to:

- (a) an attorney, or
- (b) a committee (consisting of at least one Director and which may include persons who are not Directors), or
- (c) the Chief Executive Officer of the Company.

10.2 Terms of delegation

A delegation of powers under rule 10.1 may be:

- (a) for a specified period or without specifying a period
- (b) on the terms (including the power to further delegate) and subject to any restrictions the Board decides

provided that any delegation made by the Company in relation to the administration of fundraising by the Company complies with the requirements of any laws relating to fundraising.

10.3 Revocation of powers

The Board may revoke a delegation previously made whether or not the delegation is expressed to be for a specified period.

10.4 Status of exercise of power

Any power exercised in accordance with a delegation of the Board is taken to be exercised by the Board.

10.5 Powers of attorney

A power of attorney under rule 10.1 may contain the provisions for the protection and convenience of those who deal with the attorney that the Board thinks appropriate.

10.6 Committees

The Board may establish one or more committees consisting of such number of Directors as the Board thinks fit.

Unless the terms on which a power of the Board is delegated to a committee expressly state otherwise:

- (a) the Board may at any time dissolve a committee or terminate the appointment of any member of a committee, and
- (b) the meetings and proceedings of committees are, as far as practicable, governed by the rules of this constitution which regulate the meetings and proceedings of the Board.

11. DIRECTOR'S DUTIES AND INTERESTS

11.1 Holding offices or entering into agreements

A person is not disqualified by reason only of being a Director of the Company from:

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- (a) holding any office or place of profit or employment, other than that of the Company or the Company's auditor, or being a member or creditor of any corporation (including the Company) or partnership other than the auditor, or
 - (b) entering into any agreement with the Company.

11.2 Duty to disclose Material Personal interests

- (a) For the purposes of this rule 11, a Director has a Material Personal Interest in a matter that relates to the affairs of the Company if that Director:
 - (i) is in any way, interested in a contract or proposed contract with the Company, or
 - (ii) holds any office or possesses any property as a result of which duties or interests might be created which are directly or indirectly in conflict with that Director's duties or interests as a Director,or is otherwise deemed to have a Material Personal Interest under the Act.
- (b) Unless rule 11.2(c) says otherwise, a Director who has a Material Personal Interest in a matter that relates to the affairs of the Company must, at a Directors' meeting as soon as practicable after the Director's appointment or after the Director becomes aware of their interest in the matter (whichever is later), give the other Directors notice of the interest which must include details of:
 - (i) the nature and extent of the interest;
 - (ii) the relation of the interest to the affairs of the Company; and
 - (iii) any other information the Director is required to disclose under the Act.
- (c) Unless required to do so under the Act, a Director does not need to give notice of an interest under rule 11.2(b) if:
 - (i) the interest:
 - (A) arises because the Director is a Member of the Company and is held in common with the other Members of the Company; or
 - (B) arises in relation to the Director's remuneration as a Director of the Company; or
 - (C) relates to a contract the Company is proposing to enter into that is subject to approval by the Members and will not impose any obligation on the Company if it is not approved by the Members; or

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- (D) arises merely because the Director is a guarantor or has given an indemnity or security for all or part of a loan (or proposed loan) to the Company; or
 - (E) arises merely because the Director has a right of subrogation in relation to a guarantee or indemnity referred to in rule 11.2(c)(i)(D); or
 - (F) relates to a contract that insures, or would insure, the Director against liabilities the Director incurs as an officer of the Company (but only if the contract does not make the Company or a related body corporate the insurer); or
 - (G) relates to any payment by the Company or a related body corporate in respect of an indemnity permitted under section 199A of the Act or any contract relating to such an indemnity; or
 - (H) is in a contract, or proposed contract, with, or for the benefit of, or on behalf of, a related body corporate and arises merely because the Director is a Director of the related body corporate; or
- (ii) all the following conditions are satisfied:
 - (A) the Director has already given notice of the nature and extent of the interest and its relation to the affairs of the Company under rule 11.2(b); and
 - (B) if a person who was not a Director of the Company at the time when the notice under rule 11.2(b) was given is appointed as a Director of the Company - the notice is given to that person; and
 - (C) the nature or extent of the interest has not materially increased above that disclosed in the notice; or
 - (iii) the Director has given a Standing Notice of the nature and extent of the interest and the notice is still effective in relation to the interest under rule 11.3.
- (d) A Director who is required to disclose a Material Personal Interest to the Company under this Constitution or the Act must ensure that the nature and extent of the interest is tabled at a Directors' meeting and recorded in the minutes of that meeting by the Company Secretary.

11.3 Standing notices

- (a) A Director may give the other Directors a Standing Notice of the nature and extent of a Material Personal Interest. The Standing Notice may be given at

any time and whether or not the matter relates to the affairs of the Company at the time the Standing Notice is given.

- (b) A Standing Notice must:
- (i) include details of the nature and extent of the interest; and
 - (ii) be given:
 - (A) at a Directors' meeting (either orally or in writing); or
 - (B) to the other Directors individually in writing.
- (c) A Standing Notice:
- (i) takes effect as soon as it is given; and
 - (ii) ceases to have effect if:
 - (A) a person who was not a Director of the Company at the time when the notice was given is appointed as a Director of the Company, subject to rule 11.3(d); or
 - (B) the nature and extent of the particular interest disclosed in the Standing Notice materially increases above that disclosed in the Standing Notice.
- (d) A Standing Notice that ceases to have effect under rule 11.3(c)(ii)(A) commences to have effect again if it is given to the person referred to in that rule.

11.4 Effect of Director having a Material Personal Interest

Each Director must comply with the Act in relation to being present, and voting, at a Board meeting that considers a matter in which the Director has a Material Personal Interest. Subject to the Act:

- (a) A Director of the Company who has a Material Personal Interest in a matter that is being considered at a Directors' meeting must not:
- (i) be present while the matter is being considered at the meeting; or
 - (ii) vote on the matter,
- unless entitled to do so under rule 11.4(b) and the Act.
- (b) A Director of the Company who has a Material Personal Interest in a matter that is being considered at a Directors' meeting may be present and vote if:
- (i) the Directors who do not have a Material Personal Interest in the matter have passed a resolution that:

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- (A) identifies the Director, the nature and extent of the Director's interest in the matter and its relation to the affairs of the company; and
 - (B) states that those Directors are satisfied that the interest should not disqualify the Director from voting or being present, or.
- (ii) the Director is so entitled under a declaration or order made by the Australian Securities and Investments Commission; or
 - (iii) a resolution is passed under rule 11.4(c).
- (c) If there are not enough Directors to form a quorum for a Directors' meeting because of rule 11.4(a), one or more of the Directors (including those who have a Material Personal Interest in that matter) may call a general meeting and the general meeting may pass a Resolution to deal with the matter.
- (d) If disclosure under rule 11.1 is made before the agreement is entered into:
- (i) the Director may retain benefits under the agreement even though the Director has an interest in the agreement, and
 - (ii) the Company cannot avoid the agreement merely because of the existence of the interest.

12. DIRECTORS' REMUNERATION

12.1 Remuneration

All Directors shall act in a voluntary capacity and shall not receive any remuneration except as provided in 12.2 and 12.3.

12.2 Remuneration for extra services

If a Director, at the request of the Board and for the purposes of the Company, performs extra services or makes special exertions (including going or living away from the Director's usual residential address), the Company may reimburse that Director for doing so in accordance with rule 12.3.

12.3 Expenses of Directors

The Company may pay the Directors' travelling and other expenses they properly incur:

- (a) in attending Directors' meetings and any committee meetings, or
- (b) in attending any general meetings of the Company, or

-
- (c) otherwise in connection with the Company's business.

13. OFFICERS INDEMNITY AND INSURANCE

13.1 Indemnity

Subject to the Act, the Company must, to the extent the person is not otherwise indemnified, indemnify every officer (as defined in the Act) of the Company against a liability:

- (a) incurred in their respective capacities, to any person (including a liability incurred as a result of appointment or nomination of the Company or subsidiary as a trustee or as an officer of another corporation) unless the liability:
- (i) is to the Company or a related body corporate of the Company
 - (ii) arises out of conduct involving a lack of good faith, or
 - (iii) is for a pecuniary penalty order or compensation under the Act, and
- (b) for costs and expenses incurred by the officer or auditor in defending civil or criminal proceedings in which judgment is given in favour of that person or in which that person is acquitted, or in connection with an application in relation to those proceedings in which the court grants relief to that person under the Act.

13.2 Insurance

Subject to the Act, the Company may enter into and pay premiums on a contract of insurance in respect of any person, to the fullest extent permitted by the Act.

13.3 Former officers

The indemnity in favour of officers under rule 13.1 is a continuing indemnity. It applies in respect of all acts done by a person while an officer of the Company, even though the person is not an officer at the time the claim is made.

14. BOARD MEETINGS

14.1 Convening

A Director may at any time, and the Company Secretary must on the request of a Director, convene a Board meeting.

14.2 Notice

The convenor of each Board meeting must give reasonable notice of the meeting, using any technology (and, if it is adjourned, on its resumption) individually to each

Director. Failure to give notice to, or non-receipt of notice by, a Director does not result in a Board meeting being invalid.

14.3 Use of technology is allowed

A Board meeting may be held using any means by which each Director participating can hear and be heard by each and every other Director participating or in any other way permitted by the Act.

14.4 Place of meeting if technology is used

A Board meeting held solely or partly by use of technology is treated as held at the place agreed by the Directors, provided at least one of the Directors present at the meeting was at that place for the duration of the meeting.

14.5 Procedure if Chair is not present at Board meeting

- (a) If there is no Chairperson or if the Chairperson is not present within 15 minutes after the time for which a Board meeting is called or is unwilling to act, then, if the Vice Chairperson is present, within 15 minutes after the time for which the Board meeting was called and is willing to act then the Vice Chairperson will chair the meeting
- (b) if there is no Vice Chairperson, the Vice Chairperson is not present within 15 minutes after the time for which a Board meeting is called or the Vice Chairperson is unwilling to act and the Chairperson has nominated a director to act as Chairperson in the Chairperson and Vice Chairperson's absence then the director nominated by the Chairperson will chair the meeting
- (c) if a person cannot be appointed under rule 14.5(a) or rule 14.5(b) to chair a Board meeting then the Directors present must elect a Director present to chair the meeting.

14.6 Quorum

- (a) Unless the Board decides otherwise, the quorum for a Board meeting is a majority of Directors and must not be less than five Directors of which the majority must be Independent and
- (b) If within half an hour of the appointed time for a Board meeting, a quorum is not present the meeting shall be reconvened within fourteen days on a day and time determined by the Directors;

14.7 Majority decisions

A resolution of the Board must be passed by a majority of the votes cast by Directors entitled to vote on the resolution.

14.8 Chairperson has casting vote

The Chairperson has a casting vote if necessary in addition to any vote they have in their capacity as a Director.

14.9 Board determines procedures

The Board may meet together, adjourn and regulate its meetings as it decides.

14.10 Circular resolutions

The Directors may pass a resolution without a Directors' meeting being held if all the Directors entitled to vote on a resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last Director signs. Directors may sign separate documents if the wording of the resolution and statement is identical in each copy. An electronic message containing the text of the document expressed to have been signed by a Director that is sent to the Company is a document signed by that Director at the time of its receipt by the Company.

14.11 Effect of irregularities

Each resolution passed or act done by or with the participation of a person acting as a Director or member of a committee is valid even if it is later discovered that:

- (a) there was a defect in the appointment of the person, or
- (b) the person was disqualified from continuing in office, voting on the resolution or doing the act.

15. MEETING OF MEMBERS

15.1 Calling meetings

The Company Secretary must call a general meeting of Members by giving notice to each Member if the Company Secretary receives a request to call a general meeting of Members from:

- (a) the Chairperson
- (b) any three Directors, or
- (c) 5% of the then current membership or 100 Voting Members of the Company.

15.2 Meetings required by the Act

If the Board is required by the Act or by order made under the Act to call a meeting the Board must request that the Company Secretary call a meeting under rule 15.1 and the Company Secretary must call a meeting of Members under that rule.

15.3 Notice of meeting

Subject to rules 15.4 and 15.5, at least 21 days written notice of a meeting of Members must be given in accordance with the Act to each Member, to each Director and to the auditor (if any).

15.4 Short notice

Subject to the Act, the Company may call on short notice:

- (a) an annual general meeting, if all the Members entitled to attend and vote agree
- (b) any other general meeting if Members with at least 95% of the votes that may be cast at the meeting agree beforehand.

15.5 Postponement or cancellation

Subject to the Act, the Board may postpone or cancel a meeting of Members by written notice given individually to each person entitled to be given notice of the meeting. If a meeting is adjourned for one month or more, the Company must give new notice of the resumed meeting.

15.6 Use of technology

The Company may hold a meeting of Members at two or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate.

15.7 Accidental failure to give notice

An accidental omission to give notice of a general meeting or the postponement of a general meeting to any person entitled to receive that notice or the non-receipt of notice by any person entitled to receive that notice does not invalidate the proceedings or any resolutions passed at the general meeting.

15.8 Annual general meetings

An annual general meeting of the Company must be held in accordance with the provisions of the Act at least once in each calendar year and within six months after the end of each Financial Year.

15.9 Class meetings

Rules 15 to 18 inclusive apply to a separate meeting of a class of Members as far as they are capable of application and modified as necessary.

15.10 Quorum

No business will be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. The presence of ten Members entitled to attend and vote will constitute a quorum.

For the purpose of determining whether a quorum is present, a person attending as a proxy will be deemed to be a Member.

16. CONDUCT OF GENERAL MEETINGS

16.1 General

- (a) The general conduct of each general meeting of the Company and the procedures to be adopted at the meeting will be determined by the Chairperson, including the procedure for the conduct of the election of Directors.
- (b) If there is a dispute at a general meeting about a question of procedure, the Chairperson may determine the question and no vote may be taken by the Members on any such determination by the Chairperson.
- (c) A Director when acting as a Director is entitled to speak at every general meeting.

16.2 Quorum not present

If a quorum is not present within 30 minutes after the time appointed for a meeting:

- (a) if the meeting was convened by or on the requisition of Members, it is automatically dissolved; or
- (b) in any other case:
 - (i) it will stand adjourned to the same time and place seven days after the meeting, or to another day, time and place determined by the Board
 - (ii) if at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the meeting then the meeting will be dissolved

17. APPOINTMENT OF CHAIR OF MEETINGS OF MEMBERS

If the Board has appointed a Director to chair Board meetings, that Director may also chair meetings of Members. If:

- (a) there is no Director who the Board has appointed to chair Board meetings for the time being, or
- (b) the Director appointed to chair Board meetings is not present at the time for which a meeting of Members is called or is not willing to chair the meeting,

the Voting Members present must elect a Member or Director present to chair the meeting.

18. ADJOURNED MEETINGS

18.1 Ability to adjourn

The Chairperson of a meeting at which a quorum is present:

- (a) may, in the Chairperson's discretion, adjourn a meeting with the meeting's consent
- (b) must adjourn a meeting if the meeting directs the Chairperson to do so.

18.2 Venue of adjourned meeting

An adjourned meeting may take place at a different venue from the initial meeting.

18.3 Business at adjourned meeting

The only business that can be transacted at an adjourned meeting is the unfinished business of the initial meeting.

18.4 Notice of adjourned meeting

If a general meeting has been adjourned for more than 42 days, notice of the adjourned meeting must be given to Members as if it were an original meeting, but otherwise it is not necessary to give notice of an adjourned meeting or the business of the adjourned meeting.

19. PROXIES, ATTORNEYS AND REPRESENTATIVES

19.1 Ability to appoint

A Member who is entitled to attend and vote at a meeting of members may appoint a person as the Member's proxy for the meeting.

19.2 Validity of appointment

An appointment of a proxy is only valid if:

- (a) the person who is appointed as proxy is a Voting Member or a duly authorised representative of a Member
- (b) it is signed by the Member making the appointment, and
- (c) It contains the information required under the Act.

19.3 Voting directions

An appointment of a proxy may specify the way the proxy is to vote on a particular resolution. If it does the proxy must not vote on the resolution except as specified in the instrument.

19.4 Adjourned meeting

If a meeting of Members has been adjourned, any appointment and any authority received by the Company at least 48 hours before the resumption of the meeting are effective for the resumed part of the meeting.

19.5 Standing appointments

A Member may appoint a proxy, attorney or representative to:

- (a) act at a particular meeting of Members, or
- (b) make a standing appointment

and may revoke any appointment.

19.6 Suspension of proxy or attorney's powers of Member present

A proxy or attorney has no power to act for a Member at a meeting at which the Member is present personally.

19.7 Priority of conflicting appointments of attorney or representative

If more than one attorney or representative appointed by a Member is present at a meeting of Members and the Company has not received notice of revocation of any of the appointments:

- (a) an attorney or representative appointed to act at that particular meeting may act to the exclusion of an attorney or representative appointed under a standing appointment
- (b) subject to paragraph (a), an attorney or representative appointed under a more recent appointment may act to the exclusion of an attorney or representative appointed earlier in time.

19.8 More than two current proxy appointments

The appointment of proxy made first in time is the first to be treated as revoked by the appointment of a subsequent proxy.

19.9 Representative of a Member with a Disability

A Member who is mentally ill or mentally disordered or whose person or estate is subject to a law relating to mental health or guardianship may vote, by the Member's trustee or by such other person as properly has the management of the Member's

estate and any such committee, trustee or other person may vote by proxy or attorney.

20. VOTING

20.1 Number of votes

Subject rule 20.2 and the other rules of this constitution, the contents of any proxy, and terms on which membership is granted, each Voting Member has one vote on a show of hands and one vote on a poll. The Chairperson of a meeting of Members has a casting vote if necessary in addition to any vote they have in their capacity as a Member.

20.2 No voting rights

A Member does not have voting rights at a general meeting unless:

- (a) voting rights are conferred on that Member by the Board subject to rule 7.6 and
- (b) that Member has paid all monies it owes to the Company.

20.3 Objection to right to vote

A Member or Director may challenge a person's right to vote at a meeting of Members. A challenge may only be made at the meeting. A challenge, or any other doubt as to the validity of a vote, must be decided by the Chairperson, whose decision is final.

20.4 Method of voting

A resolution put to the vote at a meeting of Members must be decided on a show of hands unless a poll is demanded either before or on declaration of the result of the vote on a show of hands. Before a vote is taken the Chairperson must inform the meeting whether proxy votes have been received, the number of proxies held and how the proxy votes are to be cast. Unless a poll is demanded, the Chairperson's declaration of a decision on a show of hands is final.

20.5 Demand for a poll

A poll may be demanded on any resolution except a resolution concerning the election of the Chairperson of a meeting by:

- (a) at least five Members entitled to vote on the resolution, or
- (b) Members with at least 5% of the votes that may be cast on the resolution on a poll, or
- (c) the Chairperson.

20.6 **When and how polls must be taken**

A poll demanded on the adjournment of a meeting must be taken immediately. If a poll is demanded on any other resolution, the poll must be taken when and in the manner the Chairperson directs.

21. **RESOLUTIONS WITHOUT MEETINGS**

21.1 **Written resolutions**

The Company may pass a resolution without a general meeting being called or held if all Members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.

21.2 **Separate copies**

The Company may use separate copies of a document for signing by Members if the wording of the resolution and statement is identical in each copy.

21.3 **Time of resolution**

The resolution is passed when the last Member signs.

21.4 **Signature of resolutions**

The Company may treat a document on which a facsimile or electronic signature appears or which is otherwise acknowledged by a Member in a manner satisfactory to the Board as being signed by that Member.

22. **MINUTES**

22.1 **Minutes must be kept**

The Board must keep minutes in accordance with the Act of:

- (a) proceedings and resolutions of meetings of Members
- (b) proceedings and resolutions of Directors' meetings (including meetings of a committee of Directors)
- (c) resolutions passed by Members without a meeting
- (d) resolutions passed by Directors without a meeting

22.2 Minutes as evidence

A minute recorded and signed in accordance with the Act is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.

22.3 Place of Minute Books and Inspection

The Company will keep its minute books at its Registered Office or its principal place of business or any other place approved by ASIC.

Members of the Company may access the minute book of meetings of Members in accordance with the Act and the Company will ensure the minute books are open for inspection by the Members free of charge.

23. REGISTERS

In accordance with the provisions of the Act, the Directors shall cause the Company to keep:

- (a) the Register of Members
- (b) any other registers required to be kept under the Act.

24. COMPANY SIGNATURES TO DOCUMENTS

24.1 Signing of documents

The signing of any document must be witnessed:

- (a) by two Directors
- (b) by one Director and one Company Secretary, or
- (c) by any other signatories or in any other way authorised by the Board.

25. ACCOUNTS AND AUDIT

25.1 Keeping accounts

The Board must cause the Company to keep written financial records that:

- (a) correctly record and explain its transactions and financial position and performance
- (b) would enable true and fair financial statements to be prepared and audited.

25.2 Right of access

A Director has a right of access to financial records of the Company at all reasonable times.

25.3 Financial report

If required by the Act, the Board must cause the Company to prepare a financial report and a Directors' report that comply with the Act and must report to Members in accordance with the Act.

25.4 Audit

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

25.5 Inspection of financial records and books

Subject to rule 22.3 and the Act:

- (a) a Member who is not a Director does not have any right to inspect any financial records or books of the Company except as authorised by the Board; and
- (b) the Company Secretary will have access to all records of the business of the Company including the rules, Register of Members, minutes of all general and Board meetings and correspondence.

26. NOTICES

26.1 Notices by Company

A notice is properly given by the Company to a person if it is:

- (a) in writing signed on behalf of the Company (by original or printed signature)
- (b) addressed to the person to whom it is to be given
- (c) given in any of the following ways
 - (i) delivered personally
 - (ii) sent by pre-paid mail (by airmail, if the addressee is overseas) to that person's last known address
 - (iii) sent by fax to the fax number (if any) nominated by that person
 - (iv) sent by electronic message to the electronic address (if any) nominated by that person or
 - (v) by circular or advertisement.

26.2 Overseas Members

A member whose registered address is not in Australia or New Zealand may notify the Company in writing of an address in Australia or New Zealand to which notices may be sent.

26.3 When given

A notice to a person by the Company is regarded as given and received:

- (a) if it is delivered personally or sent by fax or electronic message:
 - (i) by 5.00 pm (local time in the place of receipt) on a Business Day - on that day, or
 - (ii) after 5.00 pm (local time in the place of receipt) on a Business Day, or on a day that is not a Business Day - on the next Business Day
- (b) if it is sent by mail:
 - (i) within Australia - three Business Days after posting, or
 - (ii) to a place outside Australia including New Zealand - seven Business Days after posting.
- (c) if it is given by circular or advertisement in a major newspaper or issued on the Company's website, when it is published.

A certificate in writing signed by a Director or Company Secretary of the Company stating that a notice was sent is conclusive evidence of service.

27. AMENDMENT OF CONSTITUTION

These rules may be varied or amended from time to time in accordance with the Act, with the approval of the Members.