



Constitution of Seafood Industry Australia Limited

Public Company Limited by Guarantee

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1. *Preliminary*

1.1 Definitions

In this Constitution, unless the subject or context indicates a contrary intention, the following words and expressions will have the following meanings:

ACNCA means the *Australian Charities and Not-for-profit Commission Act 2012* (Cth).

Australian Seafood Industry means the Australian seafood industry, including but not limited to, the wild catch, aquaculture and post-harvest sectors.

Board means the board of Directors.

Chief Executive Officer means the person duly appointed and holding the position of Chief Executive Officer from time to time (if any).

Class of Members has the meaning set out in article 4.2(a)

Category of Members has the meaning set out in article 4.2(b)

Company means Seafood Industry Australia Limited.

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

Corporate Representative means in relation to a Member that is a Body-- the chief executive officer or a duly authorised officer of the Body appointed by that Member as its representative to attend specified Meetings of Members.

Corporate Representative Certificate means a certificate evidencing the appointment of a Corporate Representative, which complies with this Constitution.

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

Director means an individual occupying the position of director of the Company.

Joint Members has the meaning set out in article 6.2 and **Joint Membership** shall have the corresponding meaning, as the context requires. .

Meeting of Members means a meeting of Members duly called and constituted in accordance with this Constitution and any adjourned holding of such meeting.

Member means any person entered in the Register as a Member of the Company.

Objects means the objects of the Company as set out in article 2.3.

Ordinary Resolution means a resolution of a Meeting of Members where more than one half of the total votes cast on the resolution are in favour of the resolution.

Proxy means a person duly appointed under a Proxy Form by a Member, who is entitled to attend and vote at a Meeting of Members on behalf of that Member.

Proxy Form means an instrument for appointing a Proxy, which complies with this Constitution.

Register means the register of Members kept under the Corporations Act.

Registered Office means the registered office of the Company.

Related Body Corporate has the meaning in the Corporations Act.

Secretary means any person appointed to perform the duties of secretary of the Company and includes an assistant secretary or any person appointed to act as company secretary temporarily.

Special Resolution means a resolution of a Meeting of Members passed in accordance with section 9 of the Corporations Act.

Subsidiary has the meaning in the Corporations Act.

Tax Law means the *Income Tax Assessment Act 1997* (Cth).

1.2 Interpretation

In this Constitution, unless the context indicates a contrary intention:

- (a) an expression importing a natural person includes any individual, company, partnership, joint venture, association, corporation, other body corporate or trust and any government agency;
- (b) words denoting any gender include all genders;
- (c) words importing the singular include the plural and vice versa;
- (d) all monetary amounts are in Australian currency;
- (e) references to any legislation or to any section or provision of any legislation include any statutory modification, replacement or re-enactment of it or any statutory provision substituted for it, any ordinances, by-laws, regulations and other statutory instruments issued under it and any determination, exemption or modification made pursuant to it;
- (f) a reference to time refers to time in the place of the Company's registration;
- (g) the word "month" means calendar month and the word "year" means 12 calendar months;
- (h) a reference to writing includes any communication sent by post, facsimile transmission or email;
- (i) where any word or phrase is defined, any other part of speech or other grammatical form of that word or phrase has a cognate meaning; and
- (j) the headings used in this Constitution do not form part of, or affect the construction or interpretation of, this Constitution.

1.3 Exercise of Power

Subject to this Constitution, the Company may exercise, by Ordinary Resolution or Special Resolution as the Corporations Act requires, any power which under the Corporations Act may be exercised by a company limited by guarantee if authorised by its constitution.

1.4 **Guidance Notes**

Any guidance notes used in this Constitution do not form part of or affect the construction or interpretation of this Constitution.

1.5 **Exclusion of Replaceable Rules**

The replaceable rules contained in the Corporations Act do not apply to the Company.

2. *Formation*

2.1 **Name**

The name of the Company is Seafood Industry Australia Limited.

2.2 **Not-for-profit**

For the avoidance of doubt, the Company must operate on a not-for-profit basis.

2.3 **Objects**

The objects for which the Company is established and maintained are as follows:

- (a) to be the national peak body for the Australian Seafood Industry;
- (b) representing and furthering the interests of the Australian Seafood Industry with respect to both national and international issues affecting Members;
- (c) to work to increase the value of the Australian Seafood Industry;
- (d) to actively promote the good reputation of the Australian Seafood Industry;
- (e) to create and maintain an Australian Seafood Industry that is regarded by its participants and recognized by Members and others to be unified, effective and respected;
- (f) to foster understanding and unity within the diverse Australian Seafood Industry;
- (g) to inform and influence government and regulators, including working with government at all levels to ensure that the interests of the Australian Seafood Industry and Members are fully represented with respect to the design and implementation of public policy;
- (h) to be prepared for and responsive to current and emerging issues that have a national and sector significance for the Australian Seafood Industry;
- (i) to advocate and encourage sustainable practices within the Australian Seafood Industry to protect the environment;
- (j) to provide an advisory forum for all Members to engaged with the Company in its capacity as the peak body for the Australian Seafood Industry;
- (k) to promote improved communication, education and technology transfer to the Australian Seafood Industry through state associations, sector bodies and other appropriate avenues; and

- (l) doing all such things as are incidental or conducive to the attainment of all or any objects of the Company set out above.

2.4 Powers

Solely for the purposes of carrying out the Objects, the Company has all the powers of a natural person including:

- (a) purchasing, selling, leasing, hiring or otherwise acquiring assets, plant, equipment, furniture and furnishings and giving, selling, leasing, hiring or otherwise allowing such assets, plant, equipment, furniture and furnishings to be used by a third party;
- (b) purchasing, selling, leasing, hiring or otherwise acquiring assets, plant, equipment, furniture and furnishings to raise money to further the Objects and to secure sufficient funds for the purposes of the Company;
- (c) borrowing, raising capital and entering into any form of financial arrangement (whether or not secured) and incurring all types of obligations and liabilities for the purposes of the Company;
- (d) granting securities of any nature over the assets of the Company, including debentures, guarantees, bills of sale, charges and mortgages for the purposes of carrying out the Objects;
- (e) receiving funds and distributing these funds in a manner that best attains the Objects;
- (f) investing the monies of the Company not immediately required for any of the Objects in such a manner as may from time to time be determined by the Company;
- (g) drawing, making, accepting, endorsing, discounting, executing and issuing bills of exchange, promissory notes, debentures and negotiable securities; and
- (h) doing all such other acts, matters and things and to enter into and make such agreements as are incidental or conducive to the attainment of all or any Objects and the exercise of the powers of the Company.

2.5 Restriction on use of income

The assets and income of the Company must:

- (a) only be used to pursue its Objects; and
- (b) not be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise to any Member or Director.

For clarity, this article 2.5 does not prevent the Company from using its income to pay in good faith:

- (i) remuneration for services to the Company;
- (ii) reasonable and proper remuneration to employees of the Company where the terms of employment have been previously approved by a resolution of the Board;
- (iii) for goods supplied to the Company in the ordinary course of business which has the prior approval of the Board;

- (iv) for services provided to the Company including services provided in a professional or technical capacity, where the provision of such services has the prior approval of the Board and is on reasonably commercial terms;
- (v) a commercial rate of interest on borrowed funds which has the prior approval of the Board;
- (vi) a commercial rent for property used by the Company which has the prior approval of the Board; or
- (vii) out of pocket expenses incurred by a Director, a Member, an employee or contractor of the Company, on official business of the Company, which has been previously approved by the Board;

even if the recipient of the remuneration or the reimbursement is a Member or Director.

2.6 Amendment of Constitution

Any addition, alteration or amendment to the Company's Constitution will be made in accordance with the provisions of the Corporations Act and the Company must notify the Australian Taxation Office thereof, where required by law.

2.7 Liability of Members

The liability of the Members is limited.

2.8 Contribution on Winding Up and Dissolution of the Company

- (a) The Company may only be dissolved by a special resolution of the Members at a Meeting of Members.
- (b) If the Company is wound up, each Member undertakes to contribute to the:
 - (i) property of the Company while he or she is a Member, or within one year after he or she ceases to be a Member for payment of the debts and liabilities of the Company (contracted before he or she ceases to be a Member); and
 - (ii) costs, charges, and expenses of winding up and for the adjustment of the rights of the contributories among themselves;

such amount as may be required, but not exceeding ten dollars.

2.9 Surplus Property on Winding Up

- (a) If the Company is to be wound up and or dissolved and there is a surplus property available after all liabilities of the Company have been discharged, any surplus property must not be paid or distributed to the Members.
- (b) The surplus property must be given or transferred to a fund, authority or institution approved by the Members that:
 - (i) has objects similar to the objects of the Company; and

- (ii) has similar restrictions on the use and distribution of its income among its members as the Company.
- (c) If the Members at a Meeting of Members do not approve a fund, authority or institution to be given the surplus property, the Supreme Court of New South Wales may make an order deciding which organisation will be given the surplus property.

2.10 Omission of "Limited"

If the Australian Securities and Investments Commission imposes conditions on the grant of a licence under section 150 of the Corporations Act to omit the word "Limited" from the name of the Company, those conditions are deemed to be incorporated in this Constitution.

3. *Accounts*

3.1 True Accounts

True accounts must be:

- (a) kept of the sums of money received and expended by the Company, and the matter in respect of which such receipt and expenditure takes place, and of the property, credits and liabilities of the Company; and
- (b) open to the inspection of the Members, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Company from time to time.

3.2 Auditor

At least once in every year, the accounts of the Company must be examined by one or more properly qualified auditor or auditors who must report to the Members in accordance with the provisions of the Corporations Act.

4. *Membership*

4.1 Member

A person who agrees to become a Member and whose name is entered in the Register becomes a Member if their application for membership is approved at the meeting of the Directors following the date of the application.

4.2 Classes and categories of Members

- (a) Unless otherwise determined by the Board from time to time, the Company will have the two classes of Members (**Class of Members**) being, those Members entitled to vote; and those Members not entitled to vote, at a Meeting of Members.
- (b) The Board may, from time to time, determine that there are one or more categories of membership within each Class of Members (**Category of Members**).

4.3 Eligibility of Members

- (a) All persons that are engaged or interested in the Australian Seafood Industry are eligible to apply for membership in the Company. Such persons may include (but are not limited to) affiliated or allied businesses, students, suppliers, universities, professional consultants and government bodies.
- (b) The Board may determine the eligibility requirements applicable for each Class of Members and/or Category of Members from time to time.

4.4 Discretion to admit

The Directors may refuse to admit any person as a Member and are not bound to give any reason for so refusing.

4.5 Expulsion

Subject to article 8, the Directors may at any time, despite the payment of the subscription by a Member, expel a Member from the Company and remove such Member from the Register. If the removal is before the term has expired for which the Member's subscription has been paid, the Member is entitled to a proportionate refund of the subscription from the date of removal to the time when the membership would expire.

5. *Membership Fees*

5.1 Determination of fees

The Directors may, from time to time, determine:

- (a) the amount (if any) payable by an applicant as an entrance fee for membership;
- (b) the amount of an annual membership fee payable by each Class of Members or each Category of Members; and
- (c) the due date and payment terms for such amount(s) as determined under this article 5.1.

6. *Joint Members*

- 6.1 The Board may, in its absolute discretion, determine that a person(s) operating a business in partnership, joint venture or association with another person(s) may apply for a single shared membership in a Class of Members or a Category of Members in the Company.
- 6.2 A person holding a membership pursuant to article 6.1 will be known as a **Joint Member** and must be entered in the Register of Members as such.
- 6.3 For the avoidance of doubt, each Joint Member will hold all of the rights afforded under the relevant Class of Members or Category of Members jointly, and will have all of the obligations under that relevant Class of Members or Category of Members jointly and severally.

7. Cessation Of Membership

7.1 Cessation

A Member ceases to be a Member if the Member:

- (a) is dissolved, where the Member is a body corporate;
- (b) expelled as per article 4.5; or
- (c) resigns such membership.

7.2 Membership not transferable

A right, privilege or obligation which a person has by reason of being a Member:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates upon cessation of that person's membership.

8. Recommendation of Members

8.1 Initial resolution of Directors

Where the Directors are of the opinion that a Member of the Company:

- (a) has refused or neglected to comply with a provision of this Constitution;
- (b) has acted in a manner that is prejudicial or contrary to the interests of the Company; or
- (c) has been guilty of conduct unbecoming a member,

the Directors may, by resolution (**Initial Resolution**):

- (i) reprimand the Member;
- (ii) suspend the Member from membership of the Company for a specified period; or
- (iii) expel the Member from the Company.

8.2 Suspended operation

An Initial Resolution is of no effect unless the Directors, at a meeting of the Directors held not earlier than 14 days and not later than 28 days after service on the Member of a notice under article 8.3, confirms the Initial Resolution in accordance with the following articles of this section.

8.3 Notice to Member

The Secretary must, as soon as practicable following the passing of the Initial Resolution, cause a notice in writing to be served on the Member that notice:

- (a) setting out the Initial Resolution of the Directors and the grounds on which it is based;

- (b) stating that the Member may personally address the Directors at a meeting of the Directors to be held not earlier than 14 days and not later than 28 days after service of the notice;
- (c) stating the date, place and time of that meeting of the Directors; and
- (d) informing the Member that the Member may do either or both of the following:
 - (i) personally attend and speak at that meeting of the Directors; and
 - (ii) submit to the Directors at or prior to the date of that meeting written representations relating to that resolution.

8.4 **Confirming resolution of Directors**

At a meeting of the Directors held as referred to in article 8.3, the Directors must:

- (a) give to the Member an opportunity to make personal oral representations;
- (b) give due consideration to any written representations submitted to the Directors by the Member at or prior to the meeting; and
- (c) by resolution (**Confirming Resolution**) confirm or revoke the Initial Resolution.

8.5 **Notice to Member**

The Secretary must, within 7 days of the passing of the Confirming Resolution, by notice in writing inform the Member of the fact and of the Member's right of appeal under this Constitution.

8.6 **Suspended operation**

A Confirming Resolution does not take effect:

- (a) until the expiration of the period within which the Member is entitled to appeal against the Confirming Resolution if the Member does not exercise the right of appeal within that period; or
- (b) if within that period the Member exercises the right of appeal, unless and until a Meeting of Members confirms the resolution pursuant to this Constitution.

8.7 **Right of appeal**

A Member may appeal to the Company in a Meeting of Members against a Confirming Resolution, within seven days after notice of the Confirming Resolution is served on the Member, by lodging with the Secretary a notice to that effect.

8.8 **Calling of Meeting of Members**

Upon receipt of a notice from a Member under article 8.7, the Secretary must immediately notify the Directors of the receipt of the notice of appeal. The Directors must then call a Meeting of Members of the Company to be held within 21 days after the date on which the Secretary received the notice.

8.9 **Business of Meeting**

At a Meeting of Members called under article 8.8:

- (a) no business other than the question of the appeal may be transacted;
- (b) the Directors and the Member must be given the opportunity to state their respective cases orally or in writing, or both; and
- (c) the Members present may vote by secret ballot on the question of whether the Confirming Resolution should be confirmed or revoked.

8.10 Confirmation by Members

If the Meeting of Members passes an Ordinary Resolution in favour of the confirmation of the Confirming Resolution, the resolution is confirmed.

9. Meetings of Members

9.1 Annual general meeting

An annual general meeting of the Company must be held in accordance with the provisions of the Corporations Act.

9.2 Calling of meetings

The Directors may, whenever they think fit, call a Meeting of Members.

9.3 Requisition of meeting

Except as provided in Chapter 2G of the Corporations Act, no Member or Members may call a Meeting of Members.

9.4 Notice of meeting

- (a) Subject to the provisions of the Corporations Act relating to Special Resolutions or which permit shorter notice, 21 clear days' notice (excluding both the date of service of the notice and the date of the meeting) of a Meeting of Members must be given to Members entitled to receive notice.
- (b) Every notice of a Meeting of Members must:
 - (i) set out the place, day and time of meeting;
 - (ii) in the case of special business, state the general nature of the business;
 - (iii) if a Special Resolution is to be proposed, set out an intention to propose the Special Resolution and state the resolution;
 - (iv) in the case of an election of Directors, give the names and background information of the candidates for election; and
 - (v) contain a statement of the right to appoint a Proxy, being to the effect that:
 - (A) a Member entitled to attend and vote is entitled to appoint a Proxy to attend and vote instead of the Member; and

(B) a Proxy must be a Member.

9.5 Entitlement to notice

Notice of a Meeting of Members must be given to:

- (a) each Member, apart from any Member who under this Constitution or by the terms of issue of any membership is not entitled to the notice;
- (b) the auditor; and
- (c) each Director.

9.6 Entitlement to Proxy Form

A Proxy Form (in a form determined by the Directors) must be given to each Member entitled to receive a notice of a Meeting of Members.

9.7 Omission to give notice

The accidental omission to give notice of a Meeting of Members (or Proxy Form) to, or the non-receipt of any such notice (or Proxy Form) by a person entitled to receive it, or the accidental omission to advertise (if necessary) such meeting, does not invalidate the proceedings at, or any resolution passed at, any such meeting.

9.8 Consent to short notice

Any Meeting of Members may be called on short notice and in any manner they think fit and all provisions of this Constitution are modified accordingly, where either:

- (a) where the Company is registered with the ACNCA, at least 75% of all the Members for the time being entitled to vote at a Meeting of Members consent in writing to the short notice; or
- (b) otherwise, the short notice has been consented to by Members in accordance with the Corporations Act.

9.9 Cancellation or postponement of meeting

The Directors may cancel or postpone the holding of any Meeting of Members. If the meeting was called by requisitioning Members or in response to a requisition by Members, the Directors may only cancel or postpone the holding of it with the consent of a majority of the requisitioning Members. The Directors may notify the Members of such cancellation or postponement by such means as they see fit. If any meeting is postponed for 30 days or more, then no less than five days' notice must be sent to the Members of the postponed meeting but it is not necessary to specify in such notice the nature of the business to be transacted at the postponed meeting.

10. Representation at Meetings

10.1 Persons entitled to attend

The right to attend a Meeting of Members is as follows:

- (a) each Member and the Corporate Representative of each Member may attend, apart from any Member who under this Constitution or by the terms of issue of any membership is not entitled to attend;
- (b) each Director, Secretary and auditor may attend;
- (c) each person who is a Proxy or attorney of a Member may attend; and
- (d) other persons may attend only with leave of the meeting or its chairperson and then only while the leave is on foot and in accordance with the terms of the leave.

The right of a person to attend is subject to the powers of the chairperson of the meeting, both under the Corporations Act and this Constitution.

10.2 **Proxy eligibility**

Only another Member (whether first named in the Register or not) is eligible to act as a Proxy.

10.3 **Proxy recognition**

A Proxy is recognised as having been duly appointed by a Member and entitled to act as a Proxy for that Member if, and only if, the Proxy Form complies with the requirements of this Constitution concerning form, execution and lodgement.

10.4 **Proxy Form**

The Proxy Form must be in the form determined by the Directors for the relevant Meeting of Members, or as similar to it as the circumstances permit. The Directors may at any time accept a Proxy Form which is not in the required form. Unless the Directors specifically determine otherwise at any time, the Proxy Form:

- (a) is operative only for a single Meeting of Members (and any adjournment of that meeting) and must specify the proposed date of that meeting;
- (b) may make provision for the chairperson of the Meeting of Members to act as the Proxy either in the absence of any other appointment or if the Proxy primarily appointed fails to attend the Meeting of Members; and
- (c) must enable the Member to at least instruct the Proxy to vote for or against each notified resolution.

10.5 **Chairperson as fall-back Proxy**

If a Proxy Form is otherwise effective except that it does not specify the Proxy, the Member is treated as validly appointing the chairperson of the Meeting of Members as Proxy.

10.6 **Proxy execution**

A Proxy Form must be executed:

- (a) in the case of a Member who is a natural person, by the:

- (i) Member; or
- (ii) attorney of the Member;
- (b) in the case of a Member which is a body corporate:
 - (i) under the common seal of the body;
 - (ii) by a duly authorised officer of the body; or
 - (iii) by the attorney of the body.

10.7 **Proxy lodgement**

A Proxy Form must be lodged:

- (a) at the Registered Office (or at such other place as is specified for that purpose in the notice calling the Meeting of Members) by the start of the meeting; or
- (b) with the chairperson of the meeting at any time prior to the Proxy voting on behalf of the appointer at the meeting.

10.8 **Original Proxy Form**

The original executed Proxy Form must be lodged. A photocopy of it will not be considered lodgement of the original.

10.9 **Proxy executed by attorney**

If a Proxy Form is executed by the attorney of the Member, the relevant power of attorney (or a photocopy of it) must also be lodged at the place, and by the deadline, required for the Proxy Form.

10.10 **Corporate representative recognition**

A Corporate Representative is recognised as having been appointed by a Member (which is a Body) and entitled to act as a Corporate Representative of that Member if, and only if:

- (a) the appointment is evidenced by a Corporate Representative Certificate which complies with this Constitution concerning form, execution and lodgement; or
- (b) the appointment is evidenced by some other form of documentation satisfactory to the Directors which is lodged at the place, and by the deadline, required for Corporate Representative Certificates.

10.11 **Form and execution of Corporate Representative Certificate**

The Corporate Representative Certificate:

- (a) must specify one natural person, by name or description, to act as the Body's representative at specified meetings that the Body would be entitled to attend as a Member;
- (b) may specify another natural person, by name or description to act as Corporate Representative if the person primarily nominated fails to attend; and

- (c) must be executed
 - (i) under the seal of the Body; or
 - (ii) by a duly authorised officer of the Body.

10.12 Corporate Representative Certificate lodgement

The Corporate Representative Certificate (or a photocopy of it) must be lodged:

- (a) at the Registered Office (or at such other place as is specified for that purpose in the notice calling the meeting) by the start of the meeting; or
- (b) with the chairperson of the meeting at any time prior to the Corporate Representative voting on behalf of the Member at the meeting.

10.13 Power of attorney lodgement

An attorney is recognised as entitled to act as attorney for a Member at a Meeting of Members if, and only if, the relevant power of attorney (or a photocopy of it) is lodged at the place, and by the deadline, required for Proxy Forms.

11. *Proceedings at Meetings of Members*

11.1 Quorum

- (a) Subject to article 11.2, the lesser of twenty Members or 20% of the total number of Members in the Company that is present in person or by proxy and entitled to vote is a quorum (rounded up to the nearest whole number, as required), unless there is only one Member of the Company, in which case a quorum will be that Member present in person or by proxy.
- (b) No business may be transacted at any Meeting of Members unless a quorum of Members is present at the time when the meeting proceeds to business.

11.2 Failure of quorum

If a quorum is not present within 30 minutes from the time appointed for a Meeting of Members:

- (a) where the meeting was called by, or in response to, the requisition of Members made under the Corporations Act, the meeting is dissolved; or
- (b) in any other case the meeting stands adjourned to such day, and at such time and place, as the Directors determine or, if no determination is made by the Directors, to the same day in the second week following at the same time and place. If at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting, the Members present constitute a quorum or if no Members are present, the meeting is dissolved.

11.3 Business of annual general meeting

The business of an annual general meeting is to receive the Company's financial statements, the Directors' statement and report, the auditor's report on the financial statements, to elect Directors in the place of those who are retiring and to transact any other business which under this Constitution or

the Corporations Act is to be transacted at an annual general meeting. All other business transacted at an annual general meeting, and all business transacted at other Meetings of Members, is deemed special.

11.4 **Special business**

No special business may be transacted at any Meeting of Members other than that stated in the notice calling the meeting unless it is a matter that is required by this Constitution or the Corporations Act to be transacted at such meeting.

11.5 **Chairperson of meeting**

The chairperson of the Company, or in that person's absence the Deputy chairperson of the Company, is entitled to take the chair at each Meeting of Members. If neither of those persons is present at any Meeting of Members within 30 minutes after the time appointed for holding such meeting, or neither of them is willing to take the chair, the Directors present may choose one of their number as a chairperson and if no Director present is willing to take the chair the Directors may choose a person, whether a Member or not, as chairperson of the meeting, failing which the Members present must elect a person, whether a Member or not, to be chairperson of the meeting.

11.6 **Passing the chair**

If the chairperson of a Meeting of Members is unwilling or unable to be the chairperson for any part of the business of the meeting:

- (a) that chairperson may withdraw as chairperson for that part of the business and may nominate any person who would be entitled under article 11.5 to chair the meeting for that part of the business; and
- (b) after that part of the business is completed, the person so nominated must cease to chair the meeting upon the request of the prior chairperson and the prior chairperson is entitled to resume as the chairperson of the meeting.

11.7 **Responsibilities of chairperson**

The chairperson of a Meeting of Members is responsible for the general conduct of the meeting and to ascertain the sense of the meeting concerning the business transacted at it. For these purposes the chairperson of the meeting may, without limitation:

- (a) delay the commencement of the meeting if that person determines it is desirable for the better conduct of the meeting;
- (b) make, vary or rescind rulings;
- (c) prescribe, vary or revoke procedures;
- (d) in addition to other powers to adjourn, adjourn the meeting, or any item of business of the meeting, without the concurrence of the meeting if that person determines it is desirable for the orderly conduct of the meeting or the conduct of a vote; and
- (e) determine conclusively any dispute concerning the admission, validity or rejection of a vote.

11.8 **Adjournment of meeting**

The chairperson of a Meeting of Members at which a quorum is present may, and must if so directed by the meeting, adjourn the meeting from time to time and from place to place as the meeting determines.

11.9 **Business at adjourned meeting**

No business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. No notice need be given of an adjournment or of the business to be transacted at an adjourned meeting, unless it is adjourned for 30 business days or more, in which event notice of the adjourned meeting must be given.

12. Voting at Meetings of Members

12.1 **Entitlement to vote**

Subject to this Constitution and the terms of issue of any membership, each Member is entitled to vote at a Meeting of Members through a recognised Proxy, attorney or Corporate Representative of that Member.

12.2 **Number of votes**

Subject to the terms of issue of any membership, each Member, under article 12.1, entitled to vote has:

- (a) the number of votes ascribed to the membership held by that person; and
- (b) to the extent that person is the recognised Proxy, attorney or Corporate Representative, one vote for each other membership for which that person is appointed Proxy or Corporate Representative.

12.3 **Voting restrictions**

If, to ensure that a resolution on which the Corporations Act requires that particular persons do not cast a vote so that the resolution has a specified effect under the Corporations Act, the notice of a Meeting of Members specifies that in relation to particular business to be considered at that meeting, votes cast by particular persons (whether specified by name or by description of particular classes of persons) are to be disregarded by the Company, the Company must take no account in determining the votes cast on a resolution relating to that business (whether a Special Resolution or an Ordinary Resolution) or for any other purpose, of any vote cast or purported to be cast by or on behalf of any of those persons in relation to that resolution.

12.4 **Attendance of Member suspends the Proxy**

If a Member is present at any Meeting of Members in person (or in the case of a body corporate, by its Corporate Representative), the Proxy or attorney of that Member may not exercise the voting rights of the Member while the Member is present.

12.5 Revocation of proxies

A vote given or act done in accordance with the terms of a Proxy Form or power of attorney is valid despite the previous death of the principal, or revocation of the Proxy or power of attorney, provided no intimation in writing of the death or revocation has been received at the Registered Office or by the chairperson of the meeting before the vote is given or act done. Any Proxy may be revoked at any time. The decision of the chairperson as to whether a Proxy has been revoked is final and conclusive.

12.6 Proxy must vote as directed

A recognised Proxy must vote (or abstain if instructed) on behalf of a Member in the manner instructed by the Member on the Proxy Form. If no instruction is given the Proxy may vote, or abstain, as the Proxy sees fit.

12.7 Method of voting

Every resolution put to a vote at a Meeting of Members (except where there is an election of Directors by ballot) must be determined and counted in accordance with article 12.2

12.8 Casting vote of chairperson

If, the votes at a Meeting of Members are equal, the chairperson of the meeting has a casting vote in addition to the deliberative vote, if any, of the chairperson.

12.9 Voting by Joint Members

- (a) Subject to the terms of issue of any Joint Membership, all persons holding a single Joint Membership are, collectively, entitled to the votes ascribed to that Membership.
- (b) If more than one Joint Member votes in respect of a single Joint Membership, the vote of the Joint Member whose name appears first in the Register will be counted and all other votes in respect of that Joint Membership will be deemed invalid.

12.10 Objections

Subject to article 12.9, no objection may be made as to the validity of any vote except at the meeting or adjourned meeting at which such vote is tendered and every vote not disallowed at any such meeting is treated as valid. In recording votes the latest copy of the Register held in the Registered Office must be adopted and acted on as the voting roll.

12.11 Ruling on votes

The chairperson of the meeting is the sole judge of the validity of every vote tendered at the meeting and the determination of the chairperson is final and conclusive.

13. Money and Property Received by the Company

All money received by, on behalf of, or as a result of the activities of, the Company must be applied for the promotion of the Objects.

14. Appointment and Removal of Directors

14.1 Number of Directors

The number of Directors must be no less than four and no more than seven.

14.2 Term

Subject to article 14.3(a), a Director will hold office for a term of 3 years.

14.3 Rotation of Directors

- (a) On and from the second annual general meeting of Members, the Directors must select a minimum number of Directors to retire as follows:
 - (i) at the second annual general meeting of Members, at least two Directors must retire;
 - (ii) at the third annual general meeting of Members, at least one Director must retire;
 - (iii) at the fourth annual general meeting of Members, at least two Directors must retire; and
 - (iv) thereafter, the three year pattern set out in articles 14.3(a)(i) - 14.3(a)(iii) repeats.
- (b) For the purposes of article 14.3(a):
 - (i) the Directors that have held office for the longest period since last being elected or appointed must retire first; and
 - (ii) where one or more Directors were elected or appointed on the same day, the retiring Director may be selected by lot, unless otherwise agreed amongst those Directors.
- (c) For the avoidance of doubt, a Director must retire not later than the third annual general meeting of Members after his or her appointment.

14.4 Re-election of retired Directors

Any Director that has retired (or is due to retire at that annual general meeting of Members), is eligible for re-election for a second and final term, and may stand for such re-election in addition to any persons nominated by the Selection Committee in accordance with article 14.6.

14.5 Eligibility & nomination

- (a) The Selection Committee shall be responsible for the nomination of Directors for election at a Meeting of Members.
- (b) Subject to the provisions of the Corporations Act and article 14.3 and 14.4 a person is eligible for election as a Director if that person satisfies the eligibility criteria determined by the Board from time to time.

14.6 Selection Committee

- (a) The Selection Committee will:

- (i) identify and nominate persons for appointment as Director to fill vacancies that arise at Meetings of Members; and
 - (ii) make recommendations to the Board with respect to the recruitment of Directors; and
 - (iii) such other functions conferred by this Constitution or determined by the Board from time to time.
- (b) The Selection Committee will be appointed on a standing basis for a term of approximately 12 months and within 30 days before the end of that 12 month period, the Board must approve the appointment a new selection committee for the following 12 months.
- (c) The Selection Committee will consist of:
- (i) a Director appointed by the Board to chair the committee; and
 - (ii) four Members appointed by the Board.
- (d) The Board must, prior to an annual general meeting of Members:
- (i) make a written request to Members to suggest candidates for appointment as Director in order to fill vacancies that will arise at that annual general meeting of Members; and
 - (ii) prepare and provide to the Selection Committee annually a statement outlining:
 - (A) the details of any candidates suggested for appointment as Director received in accordance with article 14.6(d)(i);
 - (B) the skills and experience that, in the Board's view, the Board as a whole should possess; and
 - (C) the extent to which the current Board has the skills and experience outlined pursuant to article 14.6(d)(ii)(A);
 - (D) the specific skills and experience that the Board considers the Directors to be nominated for that year by the Selection Committee should possess, in order to ensure the Board as a whole possesses the skills and experience outlined pursuant to article 14.6(d)(ii)(A) (taking into account the fact those Directors due to retire or that are approaching the end of their term in office); and
 - (E) the date by which the Selection Committee must nominate candidates for appointment as Directors.
- (e) The Selection Committee is to make two nominations for each vacancy. The nominations must have received the support of a majority of the members of the Selection Committee. These nominations to be voted on by the Members at the next annual general meeting of Members.
- (f) In identifying and nominating persons for appointment as Directors, the Selection Committee must choose from the available candidates (including candidates suggested in accordance with article 14.6(d)(i) (if any)) those persons who will in its view best satisfy the requirements set out in the Board's statement provided pursuant to article 14.6(d)(ii).

14.7 Casual appointment

The Directors may at any time appoint any person as a Director, either to fill a casual vacancy or as an addition to the Directors. Until that person is re-elected at a Meeting of Members, that Director is a “casual appointee”.

14.8 Retirement of casual appointee

A casual appointee holds office only until the conclusion of the next annual general meeting of Members following his or her appointment by the Directors and is then eligible for re-election. A casual appointee is not taken into account in determining the number of Directors, if any, who are to retire by rotation at such meeting.

14.9 Resignation of Director

Any Director may retire from office by giving notice in writing to the Company of the Director's intention to do so. Such resignation takes effect immediately unless the resignation is stated in the notice to take effect at some future time in which event the resignation takes effect upon the expiration of such time or the date three months from the giving of the notice, whichever is the earlier.

14.10 Vacation of office

In addition to the circumstances in which the office of Director becomes vacant by virtue of the Corporations Act or other provisions of this Constitution, the office of Director is vacated if the Director:

- (a) becomes mentally incapable or the Director's estate is liable to be dealt with in any way under the law relating to mental health; and
- (b) is absent from meetings of Directors on more than three occasions over any two year period without a leave of absence from the Directors.

14.11 Less than minimum number of Directors

The continuing Directors may act despite any vacancy in their body but if the number falls below the minimum number fixed in accordance with this Constitution, the Directors may act only:

- (a) to appoint Directors up to that minimum number;
- (b) to call a Meeting of Members; or
- (c) in emergencies.

15. Chief Executive Officer

15.1 Appointment of Chief Executive Officer

The Directors may at any time:

- (a) appoint one or more person to be the Chief Executive Officer of the Company;
- (b) define, limit and restrict that person's powers;

- (c) fix that person's duties;
- (d) subject to the provisions of any contract between that person and the Company, vary any of the powers so conferred; and
- (e) remove that person from that office and appoint another (or others) in that person's place or places.

15.2 **Acting Chief Executive Officer**

If the Chief Executive Officer becomes at any time in any way incapable of acting as such, the Directors may appoint any other Director to act temporarily as the Chief Executive Officer.

15.3 **Remuneration of Chief Executive Officer**

- (a) Subject to the provisions of any agreement entered into between the Company and its Chief Executive Officer from time to time, the Company may pay its Chief Executive Officer a reasonable and proper remuneration on an arm's length basis as determined by the Directors.
- (b) In determining the remuneration of the Chief Executive Officer, the Directors must have regard to the following criteria:
 - (i) the services the Chief Executive Officer is to provide to the Company; and
 - (ii) the current market levels of remuneration paid to chief executive officers of not for profit entities.

15.4 **Expenses of Chief Executive Officer**

The Chief Executive Officer is entitled to be paid all travelling and other expenses incurred, or to be incurred, by him or her in connection with his or her attendance at meetings of the Board and Meetings of Members, or otherwise in connection with the business of the Company, provided the Directors have approved payment of such expenses.

16. Remuneration of Directors

16.1 **Remuneration Conditions**

Articles 16.2 and 16.3 are to be read subject to the conditions (if any) of any government office or authority imposed on the Company upon granting:

- (a) a licence under section 150 of the Corporations Act;
- (b) an income tax, federal taxation or duty exemption or reduction;
- (c) confirmation of status as being eligible to receive tax deductible donations;
- (d) a stamp duty or state taxation or duty exemption or reduction; and
- (e) an authority to fund raise or approach the public for the purposes of soliciting a donation to the Company.

If there is any conflict with the terms of articles 16.2 or 16.3 and the conditions imposed by any government office or authority the terms of those conditions will prevail to the extent of any inconsistency.

16.2 Directors' Fees

Directors may be paid a fixed fee per annum as determined by members in general meeting for their services as a Director and may also be paid a fee:

- (a) for any service rendered to the Company in a professional or technical capacity, where the provision of that service has the prior approval of the Board and is on reasonable commercial terms; and
- (b) for any reasonable payment in respect of an indemnity, exemption, insurance premium or legal costs in respect of liability incurred in the Director's capacity as an officer of the Company.

16.3 Expenses of Directors

Each Director is entitled to be paid all travelling and other expenses incurred, or to be incurred, by him or her in connection with his or her attendance at meetings of the Board and Meetings of Members or otherwise in connection with the business of the Company if the Directors have approved payment of all travelling and other expenses.

17. Proceedings of Directors

17.1 Mode of meeting

The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they see fit. The Directors may conduct their meetings by telephone or other form of electronic communication without a Director being in the physical presence of another Director or other Directors.

17.2 Quorum

A quorum for a meeting of the Directors is the lesser of any four Directors or 75% of the total number of Directors in office at that time (rounded down to the nearest whole number, as required).

17.3 Chairperson calling a meeting

The chairperson of the Company may at any time call a meeting of the Directors to be held at such time and place as the Chairperson chooses and such meeting is not invalidated by reason only of lack of convenience if a quorum of Directors forms.

17.4 Secretary calling a meeting

The Secretary, upon the request of any other Director, must call a meeting of the Directors to be held at such time and place as is convenient to the Directors.

17.5 Notice of meeting

Notice of each meeting of the Directors:

- (a) may be given by such means as is convenient, including by telephone or electronic transmission;
- (b) must be given to all eligible Directors; and
- (c) must be issued to all eligible Directors at least five days prior to the meeting.

17.6 **Recipients of notice**

For the purposes of article 17.5:

- (a) the “eligible Directors” are all Directors for the time being but excluding, first, those who have given leave of absence, and second, those who in the belief of the person calling the meeting are absent from Australia; and
- (b) the accidental omission to give notice of any meeting of the Directors to, or the non-receipt of any such notice by, a person entitled to receive that notice does not invalidate the calling of the meeting or any resolution passed at any such meeting.

17.7 **Appointment of chairperson**

The directors may elect a chairperson to chair meetings of the Directors. The Directors may determine the period for which the Director is to be the chair. Such person is entitled to use the title “Chairman”, “Chair” or “Chairperson”. If the chairperson is not present within 30 minutes of the time appointed for holding the meeting, subject to the next article, the Deputy Chairperson will be the chairperson of such meeting. If the Deputy Chairperson is not present, the Directors present must choose one of their number to be chairperson of such meeting.

17.8 **Appointment of deputy chairperson**

The directors may elect a deputy chairperson to chair meetings of the Directors in the absence of the chairperson. The Directors may determine the period for which the Director is to be the deputy chair. Such person is entitled to use the title “Deputy Chairman”, “Deputy Chair” or “Deputy Chairperson”.

17.9 **Votes of Directors**

Questions arising at any meeting of the Directors must be decided by a majority of votes cast and each Director has one vote. If there is an equality of votes, provided more than two Directors present are competent to vote on the question at issue but not otherwise, the chairperson has a second or casting vote.

17.10 **Circular resolution of Directors**

If a majority in number of the eligible Directors have signed a document containing a statement that they are in favour of a resolution of the Directors in terms set out in the document, a resolution in those terms is treated as having been passed at a meeting of the Directors held on the day on which the document was signed or, if the Directors sign the documents on different days, on the day on which the document was last signed by a Director thereby constituting a majority in number of the eligible Directors unless the document, by its terms, is said to take effect from an earlier date.

17.11 **Signing of circular resolution**

For the purposes of article 17.10:

- (a) the “eligible Directors” are all Directors for the time being but excluding, first, those who, at a meeting of Directors, would not be entitled to vote on the resolution and, second, those then outside Australia;
- (b) each Director, other than one not entitled to vote on the resolution, may sign the document;
- (c) if a person who is not entitled to vote on the resolution signs the document, it does not invalidate the resolution if it is otherwise valid;
- (d) an electronic transmission purporting to be signed by a Director is treated as being signed in writing by such person; and
- (e) two or more separate documents containing statements in identical terms each of which is signed by one or more Directors are together treated as constituting one document containing a statement in those terms signed by those Directors on the respective days on which they signed the separate documents.

17.12 **Deemed minute**

The document or documents referred to articles 17.10 and 17.11 are treated as constituting a minute of that meeting and must be entered in books kept for that purpose.

17.13 **Validity of acts of Directors**

All acts done at any meeting of the Directors or of eligible Directors or other persons or by any person acting as a Director or any person purporting to act as an attorney under power of the Company are, despite the fact that later it is discovered that there was some defect in the appointment or continuance in office of such Director, person or attorney so acting or that they or any of them were disqualified or were not entitled to vote, as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Director or attorney and was entitled to vote.

18. Director’s Contracts with Company

18.1 **Director’s contracts and conflicts of interest**

In relation to Directors’ contracts and conflicts of interest:

- (a) despite any rule of the Corporations Act or equity to the contrary, no Director is disqualified by that office from contracting with or holding any other office under the Company;
- (b) any such contract, or any contract entered into by or on behalf of the Company in which any Director is in any way interested, is not avoided;
- (c) any Director so contracting or being so interested is not liable to account to the Company for any profit realised by any such contract by reason only of such Director holding that office or of the fiduciary relationship thereby established;
- (d) the nature of the Director’s interests must be disclosed by that Director at the meeting of the Directors at which the contract is determined on if that interest then exists and has not been disclosed or in any other case at the first meeting of the Directors after the acquisition of those interests; and

- (e) a Director may not vote in that capacity in respect of any contract or arrangements in which the Director is interested but may be counted, for the purpose of any resolution regarding it, in the quorum present at the meeting and may, despite that interest, participate in the execution of any instrument by or on behalf of the Company and whether through signing it or otherwise.

18.2 Requirement to leave the meeting

Despite anything in article 18.1, a Director's entitlement to vote, or be present, at a meeting of the Directors of any Director who has a material personal interest in a matter that is being considered at the meeting is restricted in accordance with section 195 of the Corporations Act as it may apply from time to time to the Company.

18.3 Notice of interest

A general notice given to the Directors by any Director to the effect that he or she is an officer or a Member of, or interested in, any specified firm or body corporate and is to be regarded as interested in all transactions with such firm or body is sufficient disclosure as required by the Corporations Act as regards such Director and those transactions. After such general notice, it is not necessary for such Director to give any special notice relating to any transaction with such firm or body.

18.4 Office in another company

A Director of the Company may be, or may become, an executive member or other officer of, or otherwise interested in, any body corporate promoted by the Company or in which the Company may be interested, or which holds any membership in the Company. No such Director is accountable to the Company for any remuneration or other benefits received by him or her as an executive member or officer of, or from his or her interest in, such body corporate. The Directors may exercise the voting power conferred by the shares or owned by the Company, or exercisable by them as executive members of such other body corporate in such manner as they think fit. This includes the exercise of that voting power in favour of any resolution appointing themselves, or any of them as executive members or other officers of such body corporate. Any Director may vote in favour of the exercise of such voting power in that manner despite the fact that he or she may be, or be about to be, appointed an executive member or other officer of such corporation and as such is, or may become, interested in the exercise of such voting power in that manner.

19. Powers and Duties of Directors

19.1 Powers generally

Subject to the Corporations Act and to any other provisions of this Constitution, the management and control of the Company and of the business and affairs of the Company is vested in the Directors who may exercise all such powers of the Company and do all such acts or things as are not by this Constitution or by the Corporations Act expressly required to be exercised or done by a Meeting of Members. No provision adopted by resolution passed by a Meeting of Members invalidates any prior act of the Directors which would have been valid if that provision or resolution had not been adopted or passed.

19.2 Borrowing

The Directors have the power to raise or borrow any sum of money determined at each annual general meeting and to secure the payment or repayment of such moneys and any other obligation or liability

of the Company in such manner and on such terms in all respects as they think fit. This includes upon the security of any mortgage or by the issue of debentures or debenture stock of the Company charged upon all or any of the property of the Company (both present and future) including its goodwill and undertaking for the time being or upon bills of exchange, promissory notes or other obligations or otherwise.

19.3 **Security**

Without limiting the generality of article 19.2, the Directors have the power to make such loans to, and to provide such guarantees and security for obligations undertaken by, Directors of the Company as may be permitted by the Corporations Act or by resolution of the Company in accordance with the Corporations Act.

19.4 **Execution of negotiable instruments**

All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Company may be signed, drawn, accepted, endorsed or otherwise executed as the case may be in such manner as the Directors at any time determine.

19.5 **Appointment of attorney**

The Directors may at any time, by power of attorney, appoint any person or persons to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under this Constitution) and for such period and subject to such conditions as they may think fit. Any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit and may also authorise any such attorney to delegate all or any of the powers authorities and discretions vested in the attorney.

19.6 **Delegation**

The Directors may at any time confer upon any Director, or such other person as they may select, such of the powers exercisable under this Constitution by the Directors as they may think fit for such time and to be exercised for such objects and purposes and upon such terms and with such restrictions as they think expedient. They may confer such powers whether collaterally with, or to the exclusion of and in substitution for, all or any of the powers of the Directors in that respect. They may at any time revoke, withdraw, alter or vary all or any of such powers.

19.7 **Validity of acts**

Despite anything contained in this Constitution, if it is found that some formality required by this Constitution to be done has been inadvertently omitted or has not been carried out, such omission does not invalidate any resolution, act, matter or thing which but for such omission would have been valid unless it is proved to the satisfaction of the Directors or a majority of them that such omission has directly prejudiced any Member financially. The decision of the Directors is conclusive and final and binds all Members.

20. Sub-Committees

20.1 Delegation to sub-committee

The Directors may:

- (a) delegate any of their powers to sub-committees consisting of such one or more persons, whether committee members or not, as they think fit; and
- (b) establish advisory committees (or other committees not having delegated power of committee members) consisting of such person or persons as they think fit;

20.2 Sub-Committee powers

Any sub-committee so formed or person or persons so appointed must, in the exercise of the powers so delegated, or functions entrusted, conform to any regulations that may at any time be imposed by the Directors including, without limitation, any restriction on the expenditure of a sub-committee.

20.3 Sub-Committee meetings

The meetings and proceedings of any sub-committee consisting of two or more persons are governed by the provisions in this Constitution for regulating the meetings and proceedings of the Directors so far as they are capable of application and not affected by any resolution or regulation made by the sub-committee members under article 20.2.

20.4 Sub-Committee members as officers

Each person appointed to a sub-committee under article 20.1(a), if not otherwise an officer of the Company, is when exercising the powers so delegated or functions entrusted, an officer of the Company.

21. Secretary

The Directors may appoint a Secretary to the Company on such terms as they consider expedient.

22. Minutes as evidence

Any minutes of a Meeting of Members or of the Directors, if purporting to be signed by any person purporting to be either the chairperson of such meeting, or the chairperson of the next succeeding meeting, must be received in evidence without any further proof as sufficient evidence that the matters and things recorded by or appearing in such minutes actually took place or happened as recorded or appearing and of the regularity of those things in all respects and that the same took place at a meeting duly called and held.

23. Notices

23.1 Service of notices

Where this Constitution, the Corporations Act or other legislation requires or permits a document to be served on, given, sent or dispatched to, any person, whether any such expression or any other

expression is used (in this paragraph referred to as **Served**), the document may be Served on the person:

- (a) by delivering it to the person personally;
- (b) by dispatching it, whether by post, contractor, agent, electronic means or otherwise, to the address of the place of residence or business of the person last known to the person serving the document or, in the case of a Member, to the address of the Member entered in the Register and the document, by such dispatch, is regarded as left at that address; or
- (c) subject to the Corporations Act, by publication in a newspaper circulating generally in the State in which the Registered Office is located.

23.2 **Date of deemed service**

A document Served under article 23.1 is treated as having been duly Served, irrespective of whether it is actually received:

- (a) where article 23.1(b) applies - on the day following the day when dispatch occurred; and
- (b) where article 23.1(c) applies - on the day the newspaper is first published.

23.3 **Notice to Joint Members**

A notice may be given by the Company to those Members holding a Joint Membership by giving notice to the person that is first named in the Register in respect of that Joint Membership and any notice given to that person is considered to be notice given to each other relevant Joint Member.

23.4 **Overseas Members**

It is not necessary to give a notice to any Member where that Member's address in the Register is outside Australia. Such a Member may give notice to the Company specifying an address within Australia which is to be treated as the address of the Member for the giving of notices. Where the Company proposes to send a notice to a Member by pre-paid post and the notice is to be sent outside Australia, the Company must send the notice by airmail.

23.5 **Counting of days**

Subject to the Corporations Act, where a specified number of days' notice or notice extending over any period is required to be given, both the day of service and the day upon which such notice will expire are included in such number of days or other period.

23.6 **Service on Company or its officers**

Every document required to be Served upon the Company or upon any officer of the Company may be served by leaving it at the Registered Office.

23.7 **Signature**

The signature to any document to be given by the Company may be written, printed or stamped.

24. Indemnity

24.1 Indemnity for officers

The Company will indemnify any current or former Director, Secretary or executive officer of the Company, or of a Related Body Corporate of the Company, out of the property of the Company against:

- (a) any liability incurred by the person in that capacity (except a liability for legal costs);
- (b) legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the person becomes involved because of that capacity; and
- (c) legal costs incurred in good faith in obtaining legal advice on issues relevant to the performance of their functions and discharge of their duties as an officer of the Company, or of a Subsidiary of the Company, if that expenditure has been approved in accordance with the Company's policy,

except to the extent that:

- (d) the Company is forbidden by law to indemnify the person against the liability or legal costs; or
- (e) an indemnity by the Company of the person against the liability or legal costs, if given, would be made void by law.

24.2 Insurance

- (a) The Company may pay, or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring a person who is, or has been, a Director, Secretary or executive officer of the Company, or of a Related Body Corporate of the Company, against any liability incurred by the person in that capacity, including a liability for legal costs, unless:
 - (i) the Company is forbidden by law to pay, or agree to pay, the premium; or
 - (ii) the contract would, if the Company paid the premium, be made void by law.
- (b) Any such premium paid by the Company in relation to a Director will not be regarded as remuneration paid or payable to that Director.

Signing page

I, the undersigned, agree:

- (a) to become a Member of the Company; and
- (b) to be bound by the terms of this Constitution.

Name of Member	Signature of Member
Veronica Marie Papacosta	
Marshall Adrian Betzel	
Chauncey Hammond	
Dennis Holder	
Mark Ryan	
Marcus Stehr	
Belinda Wilson	