
Constitution of Committee for Brisbane Ltd

A company limited by guarantee

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Constitution

Committee for Brisbane Ltd

1 Definitions and interpretation

1.1 Definitions

In this document:

Term	Definition
Admission Fee	has the meaning given in rule 6.1(a).
Advisory Group	means an advisory group established by the Board under rule 12.3(a).
Annual General Meeting	has the meaning given in rule 7(a).
Appointed Director	has the meaning given in rule 10.2(b).
ASIC	means the Australian Securities and Investments Commission.
Board	means the board of Directors.
Body Corporate	has the meaning given by section 9 of the Corporations Act.
Business Day	means a day that is not a Saturday, Sunday or public holiday in Brisbane, Queensland.
Chair	means the chair of the Board.
Company	means Committee for Brisbane Ltd.
Constitution	means the constitution of the Company.
Corporations Act	means <i>Corporations Act 2001</i> (Cth).
Deputy Chair	means the deputy to the Chair, appointed under rule 10.8(c).
Director	means a person appointed to the office of director of the Company.
Due Date	has the meaning given in rule 6.2(a).
Elected Director	has the meaning given in rule 10.2(a).
First Director	has the meaning given in rule 10.1(a).
Liability	for the purposes of rule 22, includes any claim, action, suit, proceeding, investigation, inquiry, damage, loss, cost or expense.
Life Member	means a person who holds Life Membership.
Life Membership	has the meaning given in rule 5.4(a).

Term	Definition
Management Committee Member	means any person who was a member of the management committee of the incorporated association previously known as Committee For Brisbane Inc. or Brisbane Development Association Inc.
Member	means any person who holds membership of the Company under the Constitution.
Member Representative	has the meaning set out in rule 5.8(a).
Membership Fee	has the meaning set out in rule 6.2(a).
Objects	has the meaning set out in rule 2.1.
Office	means the registered office of the Company.
Officer	means a Director or Secretary of the Company or a person: (a) who makes, or participates in making, decisions that affect the whole, or a substantial part, of the business of the Company; (b) who has the capacity to affect significantly the Company's financial standing; or (c) under whose instructions or wishes the Board is accustomed to act (excluding advice given by the person in the proper performance of functions attaching to the person's professional capacity or their business relationship with the Board or the Company).
Ordinary Member	means a person who holds Ordinary Membership.
Ordinary Membership	has the meaning set out in rule 5.3(a).
Proceedings	for the purposes of rule 22, include the outcomes of proceedings and any appeal about those proceedings.
Register	means the register of Members of the Company established under the Corporations Act.
Related Body Corporate	has the meaning given by section 9 of the Corporations Act.
Replaceable Rules	means the replaceable rules under the Corporations Act and includes any replaceable rules that become or may become a provision of the Corporations Act.
Secretary	means a person appointed as secretary of the Company and includes a person appointed to perform the duties of secretary.
Special Resolution	means a resolution: (a) for which the requisite notice has been given under rule 8.3(b)(iii); and (b) that has been, or is proposed to be, passed by at least 75% of the votes cast by Members entitled to vote on the resolution.
Surplus Assets	has the meaning set out in rule 4.2(a).

Term	Definition
Working Group	means a working group established by the Board under rule 12.2(a).

1.2 Interpretation

In this document:

- (a) a reference to a rule is a reference to a rule in this document and references to this Constitution;
- (b) if a word or phrase is defined, its other grammatical forms have a corresponding meaning;
- (c) a reference to a person includes a Body Corporate, trust, partnership, unincorporated body, government and local authority or agency, or other entity whether or not it comprises a separate legal entity;
- (d) a reference to legislation or to a provision of legislation (including subordinate legislation) is to that legislation as amended, re-enacted or replaced, and includes any subordinate legislation issued under it;
- (e) if any day on or by which a person must do something under this document is not a Business Day, then the person must do it on or by the next Business Day; and
- (f) a reference to 'month' means calendar month.

1.3 Replaceable Rules

The Replaceable Rules do not apply to the Company.

1.4 Headings

Headings are used for convenience only and do not affect the interpretation of the Constitution.

1.5 Application of the Corporations Act

Unless the contrary intention appears:

- (a) an expression used in a rule that deals with a matter dealt with by a provision of the Corporations Act has the same meaning as in that provision; and
- (b) subject to rule 1.5(a), an expression in a rule that has a defined meaning for the purposes of the Corporations Act has the same meaning as in the Corporations Act.

2 Objects and powers

2.1 Objects of Company

The Company is established for the purpose of bringing together organisations, industry bodies, community groups and government to shape the liveability of the Brisbane city-region (**Objects**).

2.2 Achieving the Objects

To achieve the Objects, the Company may, without limitation:

- (a) undertake and publish research in the public interest;
- (b) encourage public debate;
- (c) advocate for policy reform;
- (d) promote initiatives that benefit the community;
- (e) harness the resources of the community in support of the Objects;
- (f) establish and maintain affiliations and information exchange with other organisations having similar objects to the Objects; and
- (g) do things incidental or conducive to the attainment of the Objects.

2.3 Powers of the Company

The Company has all the powers of an individual and a Body Corporate, subject to rule 2.4.

2.4 No power to issue shares

The Company has no power to issue or allot shares.

3 Non-profit nature of the Company

3.1 Not-for-profit

The income and property of the Company must be applied solely for the promotion of the Objects.

3.2 No income or property to a Member

No income or property of the Company may be paid or transferred, directly or indirectly, to a Member except for payments to a Member:

- (a) in carrying out the Objects;
- (b) in return for services rendered by, or goods supplied, by the Member to the Company in the ordinary and usual course of business;
- (c) for reasonable and proper rent for premises leased by the Member to the Company; or
- (d) as principal payments on money lent by the Member, and interest payments if the interest is at a commercial rate.

4 Winding up

4.1 Limited liability on winding up

- (a) If the Company is wound up, each Member must contribute the guarantee amount to the assets of the Company for the:
 - (i) payment of the debts and liabilities of the Company; and
 - (ii) costs of winding up.
- (b) The maximum liability of each Member under rule 4.1(a) is \$1.

4.2 Distribution of surplus on winding up

- (a) Any property that remains after the winding up or dissolution of the Company, and upon satisfaction of all the Company's debts and liabilities, becomes surplus assets (**Surplus Assets**).
- (b) Surplus Assets must not be distributed to a Member.
- (c) Surplus Assets must only be given to another fund, authority or institution:
 - (i) with objects similar to the Objects; and
 - (ii) whose constitution prohibits the distribution of its income and property among its members to an extent at least as great as is imposed on the Company under this Constitution.
- (d) The fund, authority or institution to receive any Surplus Assets under rule 4.2(c) must be decided by the Members at or before the time of the winding-up or dissolution. If the Members do not wish to decide, or do not decide, the Board may decide. If the Members and the Board do not decide, the decision must be referred to the Supreme Court of the state or territory in which the Office is located.

5 Membership

5.1 Members

- (a) The Members are, subject to rule 5.10:
 - (i) the persons named as Members with their consent in the application for registration of the Company; and
 - (ii) any other persons the Board admits to membership under this Constitution from time to time.
- (b) The number of Members is unlimited.

5.2 Classes

The classes of membership are:

- (a) Ordinary Membership; and

- (b) Life Membership.

5.3 Ordinary Membership

- (a) **Ordinary Membership** of the Company entitles a Member to the membership rights set out in rule 5.5 and any other benefits determined by the Board from time to time.
- (b) Any person may apply for Ordinary Membership of the Company.
- (c) If an individual, the applicant must not be less than 18 years of age at the date of application.
- (d) An application for Ordinary Membership must be:
 - (i) in a form approved by the Board from time to time, which may be electronic; and
 - (ii) accompanied by any other documents which the Board requires from time to time.
- (e) The Board may in its absolute discretion accept or reject any application for Ordinary Membership.
- (f) The Board does not need to give a reason for the rejection of an application for Ordinary Membership.
- (g) If an application for Ordinary Membership is rejected, the Secretary must notify the applicant in writing.
- (h) If an application for Ordinary Membership is accepted:
 - (i) the Secretary must notify the applicant in writing of the acceptance;
 - (ii) the applicant must pay the Admission Fee (if any); and
 - (iii) their name and details must be entered in the Register.
- (i) An Ordinary Member must pay the Membership Fees as set out in rule 6.2.

5.4 Life Membership

- (a) **Life Membership** of the Company entitles a Member to the membership rights set out in rule 5.5 and any other benefits determined by the Board from time to time.
- (b) The Board may at its absolute discretion admit any individual to Life Membership.
- (c) A Life Member is not required to pay any Admission Fee or Membership Fee.

5.5 Rights of Members

A Member, subject to rule 6.2(c), is entitled to:

- (a) receive notice of any general meeting of the Company;
- (b) attend any general meeting of the Company;
- (c) be counted for the purpose of a quorum at a general meeting;

- (d) participate in a request to call a general meeting under rule 8.1(a)(i)(B);
- (e) vote at any general meeting of the Company;
- (f) appoint a proxy under rule 8.14(a); and
- (g) nominate a candidate under rule 10.3(a) for election to the Board.

5.6 Voting rights of Members

Each Member is entitled to one vote on a show of hands and on a poll.

5.7 Notice by Members

A Member must promptly notify the Secretary in writing of:

- (a) any change in their qualification to being a Member; and
- (b) any change in their address or contact details.

5.8 Member Representative

- (a) Each Member that is a Body Corporate must nominate one individual to represent it in the Company (**Member Representative**).
- (b) A Member Representative must consent to the nomination in writing.
- (c) A Member Representative may exercise any of the rights and powers granted to the Member.
- (d) A Member may replace its Member Representative from time to time by giving written notice to the Secretary.

5.9 Register of Members

The Company must establish and maintain a Register which includes:

- (a) the full name;
 - (b) the date membership commenced and ended (if applicable);
 - (c) the address for notices;
 - (d) the email address (if different from the address for notices); and
 - (e) any other particulars determined by the Board,
- for each Member.

5.10 Cessation of membership

- (a) A Member ceases to be a Member if they:
 - (i) resign as a Member by giving written notice to the Company;

- (ii) if an Ordinary Member, have not paid their Membership Fee within three months from the Due Date;
 - (iii) if an individual, die;
 - (iv) if a Body Corporate, are wound up or deregistered; or
 - (v) have their membership terminated by the Board under rule 5.10(b).
- (b) The Board, having been made aware, may terminate a Member's membership if the Member:
 - (i) becomes insolvent;
 - (ii) has conducted himself, or its Member Representative has conducted himself, in a manner the Board considers is or may be injurious or prejudicial to the character, reputation or interests of the Company; or
 - (iii) is in any other way in breach of its obligations under this Constitution.
- (c) The rights or privileges of membership may be reinstated at the absolute discretion of the Board.
- (d) Membership is personal to the Member and is not transferable.

6 Membership Fees payable

6.1 Admission Fee

- (a) If an application for Ordinary Membership is accepted by the Board, the applicant must pay the admission fee set by the Board (**Admission Fee**) from time to time (if any).
- (b) The Board in its absolute discretion may:
 - (i) set varying Admission Fees under rule 6.1(a); and
 - (ii) vary the amount of the Admission Fee from time to time.

6.2 Membership Fee

- (a) Each Ordinary Member must pay the membership fee set by the Board (**Membership Fee**) from time to time (if any) each year, by no later than 1 July (**Due Date**).
- (b) The Board in its absolute discretion may vary the amount of the Membership Fee from time to time.
- (c) If an Ordinary Member does not pay the Membership Fee by the Due Date, that Member ceases to have any rights under rules 5.5 and 5.6 until full payment of the outstanding Membership Fee is received by the Company, provided that the payment is received by not later than 1 October of the same year.

7 Annual General Meeting

- (a) The Company must hold a general meeting, to be called the **Annual General Meeting**, at least once in every calendar year.
- (b) The provisions of this Constitution about general meetings apply, with necessary changes, to Annual General Meetings.

8 General meetings

8.1 Calling a general meeting

- (a) A general meeting of the Company may only be called by:
 - (i) the Board, following;
 - (A) a resolution of the Board to call the meeting; or
 - (B) receipt of a written request to hold a general meeting of not less than 5% of the Members entitled to vote at that meeting; or
 - (ii) not less than 5% of the Members entitled to vote at the meeting.
- (b) If a general meeting is called under rule 8.1(a)(ii) and held by Members, those Members who call the meeting must pay the expenses of calling and holding the meeting.
- (c) Except for a general meeting called and held under rule 8.1(a)(ii), general meetings will be held at the times and places and in the manner decided by the Board.

8.2 Postponing or cancelling a general meeting

The Board may:

- (a) postpone a general meeting;
 - (b) cancel a general meeting; or
 - (c) change the place for a general meeting,
- if it considers that:
- (d) the meeting has become unnecessary;
 - (e) the venue would be unreasonable or impractical; or
 - (f) a change is necessary in the interests of conducting the meeting efficiently.

8.3 Notice of general meetings

- (a) Notice of a general meeting must be given to each person who at the time of giving the notice is a Member, Director or auditor of the Company.

- (b) The Directors may decide the content of a notice of a general meeting, but the notice must include:
 - (i) the place, date and time of the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this in accordance with rule 8.10);
 - (ii) the general nature of the business to be transacted at the meeting;
 - (iii) if a Special Resolution is proposed, the words of that resolution; and
 - (iv) a statement that Members have the right to appoint a proxy and information about the Company's proxy requirements.
- (c) Unless the Members resolve otherwise:
 - (i) no business may be transacted at a general meeting unless the general nature of the business is stated in the notice calling the meeting; and
 - (ii) except with the approval of the Board or the chair of the general meeting, no person may move any amendment to a proposed resolution the terms of which are set out in the notice calling the meeting or to a document which relates to that resolution and a copy of which has been made available to the Members to inspect or obtain.
- (d) A person may waive notice of any general meeting by written notice to the Company.
- (e) Subject to rule 8.3(f), at least 21 days' notice must be given of a general meeting.
- (f) Subject to rule 8.3(g), the Company may call:
 - (i) a general meeting on shorter notice if not less than 95% of the Members entitled to attend and vote at the meeting agree beforehand; or
 - (ii) an Annual General meeting on shorter notice if all the Members entitled to attend and vote at the meeting agree beforehand.
- (g) A general meeting cannot be called on less than 21 days' notice if at that meeting a resolution will be moved to:
 - (i) remove a director under section 203D of the Corporations Act;
 - (ii) appoint a director in place of a director removed under section 203D of the Corporations Act; or
 - (iii) remove an auditor under section 329 of the Corporations Act.

8.4 Members' resolutions

- (a) If:
 - (i) not less than 5% of the Members entitled to vote at a general meeting; or
 - (ii) not less than 100 Members entitled to vote at a general meeting,

give the Company written notice of a resolution proposed to be moved at a general meeting and the notice:

- (iii) sets out the wording of the proposed resolution; and
- (iv) is signed by those Members,

the resolution must be put to the Members at the next general meeting of the Company that occurs more than two months after the notice is given.

- (b) The Company must give notice of the resolution in compliance with rule 8.3, unless:
 - (i) the resolution is more than 1,000 words long;
 - (ii) the resolution is defamatory; or
 - (iii) the Members making the request pay the expenses of sending the notice out.

8.5 Non-receipt of notice

- (a) The:
 - (i) non-receipt of a notice of any general meeting by; or
 - (ii) accidental omission to give notice to,

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

8.6 Quorum at general meetings

- (a) Unless a quorum is present when a general meeting proceeds to business, no business may be transacted at the meeting, except the election of a chair of the meeting and the adjournment of the meeting.
- (b) A quorum at a general meeting is five Members present and entitled to vote at the meeting.
- (c) If a quorum is not present within 30 minutes after the time appointed for the general meeting:
 - (i) the meeting stands adjourned to the day, and at the time and place, the Directors present decide; or

- (ii) if they do not make a decision, to the same day in the next week at the same time and place.
- (d) At an adjourned meeting, if a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting must be dissolved.

8.7 Chair of general meetings

- (a) The Chair is entitled to take the chair at every general meeting.
- (b) If at any general meeting:
 - (i) the Chair is not present at the specified time for holding the meeting; or
 - (ii) the Chair is present but unwilling to act as chair of the meeting,
 the Deputy Chair is entitled to take the chair at the meeting.
- (c) If at any general meeting:
 - (i) there is no Chair or Deputy Chair;
 - (ii) the Chair and Deputy Chair are not present at the specified time for holding the meeting; or
 - (iii) the Chair and the Deputy Chair are present but each is unwilling to act as chair of the meeting,
 the Directors present may choose another Director as chair of the meeting and if no Director is present or if each of the Directors present are unwilling to act as chair of the meeting, any Member chosen by the Members present is entitled to take the chair at the meeting.

8.8 Acting chair

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

8.9 Conduct at general meetings

The chair of a general meeting:

- (a) has charge of the general conduct of the meeting and the procedures to be adopted at the meeting;
- (b) may require the adoption of any procedure which is in the chair's opinion necessary or desirable for proper and orderly debate or discussion and the proper and orderly casting or recording of votes at the general meeting; and
- (c) may terminate discussion or debate on any matter whenever the chair of the meeting considers it necessary or desirable for the proper conduct of the meeting,

and a decision by the chair of the meeting under this rule is final.

8.10 Using technology to hold general meetings

- (a) The Company may hold a general meeting at two or more places using any technology that gives the Members entitled to attend the meeting a reasonable opportunity to participate.
- (b) Anyone using this technology is taken to be present in person at the meeting if they can hear and be heard by other participants.

8.11 Adjournment and postponement by the chair of the meeting

- (a) Despite rules 8.2(a) and 8.2(c), where the chair of the meeting considers that:
 - (i) there is not enough room for the number of Members who wish to attend the meeting in person; or
 - (ii) a postponement is necessary in light of the behaviour of persons present or for any other reason so that the business of the meeting can be properly carried out,
 the chair of the meeting may postpone the meeting before it has started, whether or not a quorum is present.
- (b) A postponement under rule 8.11(a) is to another time, which may be on the same day as the meeting, and may be to another place (and the new time and place is taken to be the time and place for the meeting as if specified in the notice which called the meeting originally).
- (c) The chair of the meeting may at any time during the course of the meeting:
 - (i) adjourn the meeting or any business, motion, question or resolution being considered or remaining to be considered by the meeting either to a later time at the same meeting or to an adjourned meeting; and
 - (ii) for the purpose of allowing any poll to be taken or determined, suspend the proceedings of the meeting for any period or periods he or she decides without effecting an adjournment – no business may be transacted and no discussion may take place during any suspension of proceedings unless the chair of the meeting otherwise allows.
- (d) The chair of the meeting's rights under rules 8.11(a) and 8.11(c) are exclusive and, unless the chair of the meeting requires otherwise, no vote may be taken or demanded by the Members present about any postponement, adjournment or suspension of proceedings.
- (e) Only unfinished business may be transacted at a meeting resumed after an adjournment.
- (f) Where a meeting is postponed or adjourned for 30 days or more, notice of the postponed or adjourned meeting must be given as in the case of the original meeting.

8.12 Continuation of business

A demand for a poll does not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded. A poll demanded on any question of adjournment is to be taken at the meeting immediately and without adjournment.

8.13 Representation at general meetings

Subject to this Constitution, each Member entitled to vote at a general meeting may vote:

- (a) in person;
- (b) by their duly appointed Member Representative; or
- (c) by not more than one proxy.

8.14 Appointment of proxies

- (a) Any Member entitled to vote at a general meeting may appoint one proxy.
- (b) A proxy may, but need not, be another Member, and may be a Member who is not entitled in their own right to vote on a particular resolution.
- (c) The document appointing a proxy must:
 - (i) be in the form approved by the Board;
 - (ii) set out the name of the person to be appointed as proxy;
 - (iii) set out the period of appointment including whether it is valid only for stipulated meetings;
 - (iv) be signed by the appointing Member; and
 - (v) be received by the Company at least 48 hours (or a lesser period as the Board may decide and stipulate in the notice of meeting) before the time for holding the meeting or poll at which the person named in the document proposes to vote.
- (d) The document appointing a proxy may but need not require the appointing Member to direct the proxy to vote for or against (or abstain from voting on) any proposed resolution.
- (e) Unless otherwise specified or revoked, a proxy appointment is valid:
 - (i) for 12 months after the date of its execution; and
 - (ii) for any adjournment of the meeting, as well as for the meeting to which it relates.
- (f) A proxy is revoked by the principal attending and taking part in the meeting.

9 Votes of Members

9.1 Decisions at general meetings

- (a) Unless a Special Resolution is required, questions arising at a general meeting must be decided by a majority of votes cast by the Members present and entitled to vote. A decision made in this way is for all purposes, a decision of the Members.

- (b) A Member is not entitled to vote on a resolution if the notice which called the meeting specified that:
 - (i) the Member must not vote or must abstain from voting on the resolution; or
 - (ii) a vote on the resolution by the Member must be disregarded for any purposes.
- (c) If the Member referred to in rule 9.1(b) or their proxy does tender a vote on that resolution, that vote must not be counted.
- (d) An objection to the validity of a vote tendered at a general meeting must be:
 - (i) raised before or immediately after the result of the vote is declared; and
 - (ii) referred to the chair of the meeting, whose decision is final.
- (e) A vote tendered, but not disallowed by the chair of a meeting under rule 9.1(d)(ii), is valid for all purposes, even if it would not otherwise have been valid.
- (f) If at a general meeting the votes are equal on a proposed resolution:
 - (i) the chair of the meeting does not have a casting vote; and
 - (ii) the proposed resolution is taken as lost.
- (g) A resolution put to the vote of a general meeting must be decided by the Members present and entitled to vote on a show of hands, unless a poll is demanded.

9.2 Votes on a show of hands

- (a) On a show of hands, a Member or Member Representative who has also been appointed as a proxy, has only one vote.
- (b) Unless a poll is duly demanded:
 - (i) a declaration by the chair of a general meeting; or
 - (ii) an entry in the Company's minute book,
 that a resolution has on a show of hands:
 - (iii) been carried;
 - (iv) carried unanimously;
 - (v) carried by a particular majority; or
 - (vi) lost,
 is conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against the resolution.

9.3 When poll may be demanded

A poll may be demanded:

- (a) before a vote is taken;
- (b) before the voting results on a show of hands are declared; or
- (c) immediately after the voting results on a show of hands are declared.

9.4 Who may demand a poll

A poll may be demanded by:

- (a) the chair of the meeting; or
- (b) by Members with at least 5% of the votes that may be cast on the resolution on a poll.

9.5 Taking a poll

- (a) No poll may be demanded on the election of a chair of a meeting.
- (b) If a poll is demanded under rule 9.3, it may be taken and the result of the poll reported in the manner and at the time the chair of the meeting directs, and the result of the poll is deemed to be the resolution of the meeting at which the poll was demanded.
- (c) The demand for a poll may be withdrawn.
- (d) In the case of any dispute about the admission or rejection of a vote, the chair of the meeting's decision is final.

9.6 Direct voting

- (a) The Board may determine that Members may cast votes to which they are entitled on any or all of the resolutions (including special resolutions) proposed to be considered at, and specified in the notice convening, a general meeting, by direct vote.
- (b) If the Board decides that Members may cast votes by direct vote, the Board may make any regulations it considers appropriate for the casting of direct votes, including to cast their vote electronically before or during the relevant general meeting.

9.7 Direct votes only counted on a poll

- (a) Direct votes cannot be counted if a resolution is decided on a show of hands.
- (b) Subject to rule 9.8, if a poll is held on a resolution, votes cast by direct vote by a Member entitled to vote on the resolution are taken to have been cast on the poll as if the Member had cast the votes on the poll at the meeting, and the votes of the Member are to be counted accordingly.
- (c) A direct vote received by the Company on a resolution is taken to be a direct vote on that resolution as amended, if the chair of the meeting decides this is appropriate.
- (d) Receipt of a direct vote from a Member has the effect of revoking (or, in the case of a standing appointment, suspending) the appointment of a proxy or attorney made by the Member under an instrument received by the Company before the direct vote was received.

9.8 Withdrawal of direct vote

- (a) A direct vote received by the Company:
 - (i) may be withdrawn by the Member by written notice received by the Company before the time appointed for the commencement of the meeting (or in the case of any adjournment, the resumption of the meeting); and
 - (ii) is automatically withdrawn if:
 - (A) the Member attends the meeting by its Member Representative;
 - (B) the Company receives from the Member a further direct vote or direct votes (in which case the most recent direct vote supersedes the prior direct vote); or
 - (C) the Company receives, after the Member's direct vote is received, an instrument under rule 8.14 appointing a proxy or attorney to act for the Member at the meeting.
- (b) A direct vote withdrawn under this rule cannot be counted.

10 The Board

10.1 First Directors

- (a) The first Directors are those persons named as Directors in the application for registration of the Company (**First Directors**).
- (b) Unless they vacate office earlier under rule 11, each First Director must retire at the first Annual General Meeting following registration of the Company with ASIC.
- (c) A First Director may, if eligible, be:
 - (i) nominated under rule 10.3(a) for election to the Board; or
 - (ii) appointed to the Board under rule 10.5(a).

10.2 Composition of the Board

After the first Annual General Meeting following registration of the Company with ASIC, the Board must consist of not less than three and not more than nine Directors, comprising:

- (a) not more than seven Directors elected under rule 10.4 (**Elected Directors**); and
- (b) not more than two Directors appointed by the Board under rule 10.5 (**Appointed Directors**).

10.3 Nomination of Directors

- (a) Subject to rule 10.3(e), any Member may nominate an individual qualified under rule 10.6(a) as a candidate for election as a Director.
- (b) A nomination under rule 10.3(a) must be:

- (i) in the form approved by the Board from time to time, which may be electronic; and
- (ii) accompanied by the candidate's consent to act as Director.
- (c) The nomination and consent must be left at the Office not less than 30 days before the relevant Annual General Meeting.
- (d) The candidates' names (in alphabetical order of surname) and the names of their respective nominating Members must be forwarded to the Members with the notice of Annual General Meeting.
- (e) A Member cannot nominate a candidate under rule 10.3(a) if, at the relevant time:
 - (i) an employee of that Member is a Director; and
 - (ii) that Director is not required to vacate office under rule 11 by no later than the conclusion of the next Annual General Meeting.

10.4 Election of Directors

- (a) At the Annual General Meeting, each Member is entitled to cast a vote 'for' or 'against' a candidate nominated under rule 10.3(a).
- (b) Where the number of candidates:
 - (i) is equal to or less than the number of vacant positions, each candidate must obtain majority approval of the Members present and entitled to vote in order to be elected to the Board; or
 - (ii) exceeds the number of vacant positions, the candidates receiving the highest number of votes 'for' are elected to the Board, in progressive order, until all vacant positions are filled.

10.5 Appointed Directors

- (a) The Board may by a two-thirds majority of the total number of Directors entitled to vote (whether or not they are present at the relevant meeting) appoint any individual qualified under rule 10.6(d) as an Appointed Director for their particular skills and experience, for a term of not more than two years.
- (b) The Board may develop a policy, including a skills matrix, that sets out a process for appointing Appointed Directors from time to time.

10.6 Qualifications for Directors

- (a) Unless expressed otherwise, for the purposes of rules 10 and 11:
 - (i) a Management Committee Member is deemed an Elected Director; and
 - (ii) any period of service as a Management Committee Member prior to registration of the Company with ASIC is to be included in the calculation of the period of service as an Elected Director under rule 10.6(b).
- (b) A person cannot serve (subject to rule 10.7(c)) more than an aggregate total of:

- (i) six Annual General Meetings as an Elected Director (per rule 11.2(c)); and
 - (ii) six years as an Appointed Director (per rule 11.3(b)).
- (c) An Elected Director (and a candidate for Elected Director) must:
 - (i) be an individual;
 - (ii) be a Member or an employee of the Member who nominated them under rule 10.3(a);
 - (iii) be, in the opinion of the Board, supportive of the Objects; and
 - (iv) not be prevented from holding the office of Director under:
 - (A) rule 10.6(b)(i); or
 - (B) the Corporations Act.
- (d) An Appointed Director:
 - (i) must be an individual;
 - (ii) must be, in the opinion of the Board, supportive of the Objects;
 - (iii) may, but need not be a Member or an employee of a Member; and
 - (iv) must not be prevented from holding the office of Director under:
 - (A) rule 11.3(b); or
 - (B) the Corporations Act.

10.7 Casual vacancies

- (a) In addition to its power to appoint Directors under rule 10.5(a), the Board has power to appoint in its absolute discretion any person, qualified under rule 10.6(d) whom it deems fit, as a Director to fill a casual vacancy among the Elected Directors.
- (b) Any Director appointed under rule 10.7(a) holds office until the conclusion of the next Annual General Meeting.
- (c) Any period served under rule 10.7(b) is not to be included in the calculation of the period served on the Board under rule 11.2(c) or rule 11.3(b).

10.8 Appointment of Chair and Deputy Chair

The Directors:

- (a) must elect a Director to act as Chair;
- (b) must elect the Chair annually;
- (c) may elect a Director to act as Deputy Chair; and
- (d) if electing a Deputy Chair, must elect the Deputy Chair annually.

11 Vacation of office

11.1 Resignation

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

11.2 Retirement of Elected Directors

- (a) Each Elected Director must retire from office not later than at the second Annual General Meeting following their election.
- (b) A retiring Elected Director retains office until the conclusion of the Annual General Meeting at which the Elected Director must retire and may, if eligible and subject to rule 10.5(a), be:
 - (i) nominated under rule 10.3(a) for re-election under rule 10.4(a); or
 - (ii) appointed under rule 10.5(a) or rule 10.7(a),
 as the case may be.
- (c) Subject to rule 10.6(a), a Director who has held office as an Elected Director for an aggregated period of six Annual General Meetings:
 - (i) must retire at the conclusion of that sixth Annual General Meeting; and
 - (ii) is not eligible from the day they retire to be nominated under rule 10.3(a) for re-election under rule 10.4(a),
 but may, if eligible under rule 11.3(b), be appointed under rule 10.5(a).
- (d) Subject to rule 10.7(c), the relevant period under rule 11.2(c) for an Elected Director who is not a First Director, commences on the day the Director first took office on the Board.

11.3 Retirement of Appointed Directors

- (a) At the conclusion of their term in office, an Appointed Director may, if eligible and subject to rule 10.6, be:
 - (i) re-appointed by the Board under rule 10.5(a);
 - (ii) nominated under rule 10.3(a) for election under rule 10.4(a); or
 - (iii) appointed by the Board under rule 10.7(a),
 as the case may be.
- (b) A Director who has held office as an Appointed Director for an aggregated period of six years:
 - (i) must retire no later than on the last day of that six year period; and

- (ii) is not eligible from the day they retire to be appointed under rule 10.5(a) or rule 10.7(a),

but may, if eligible under rule 11.2(c), be nominated under rule 10.3(a) for election under rule 10.4(a).

- (c) Subject to rule 10.7(c), the relevant period under rule 11.3(b) commences on the day the Director first took office on the Board.

11.4 Removal

- (a) A Director may be removed from office by ordinary resolution of the Members present and entitled to vote at a general meeting of the Company convened for that purpose.
- (b) At the meeting, the Director must be given the opportunity to present their case to the Members present orally or in writing.
- (c) A Director removed under rule 11.4(a) retains office until the conclusion of the general meeting at which the Director is removed.

11.5 Disqualification

- (a) In addition to the circumstances prescribed by rules 11.1 to 11.4, the office of a Director becomes immediately vacant upon that person:
 - (i) dying;
 - (ii) ceasing to be employed by the Member who nominated them under rule 10.3(a);
 - (iii) becoming an insolvent under administration, suspending payment to creditors, or compounding with or assigning the Director's estate for the benefit of creditors;
 - (iv) becoming a person of unsound mind or a patient under laws about mental health, or whose estate is administered under laws about mental health;
 - (v) being absent from meetings of the Board for three consecutive meetings without leave of absence from the Board where the Board has not, within 14 days of having been served by the Secretary with a notice giving particulars of the absence, resolved that leave of absence be given;
 - (vi) being removed from office under the Corporations Act;
 - (vii) being prohibited from being a director of a company by reason of the operation of the Corporations Act; or
 - (viii) being convicted of an indictable offence.
- (b) In addition to the disqualification grounds prescribed under rule 11.5(a), the office of a Director becomes immediately vacant upon the Member who nominated the Director under rule 10.3(a) ceasing to be a Member for any reason.

12 Powers of the Board

12.1 General powers

- (a) The management and control of the business and affairs of the Company are vested in the Board, which (in addition to the powers and authorities conferred upon them by this document) may exercise all powers and do all things as are within the power of the Company and are not by this document or the Corporations Act directed or required to be exercised or done by the Company in general meeting.
- (b) The Board may make, amend or rescind any regulations and by-laws consistent with the Constitution which, in the opinion of the Board:
 - (i) are necessary or desirable for the proper control, administration and management of the Company's finances, affairs and property;
 - (ii) are necessary for the convenience, comfort and well-being of the Members (including the terms of entry of the Member to the Company's premises and any event or function sponsored, promoted, facilitated or conducted by the Company).
- (c) A regulation or by-law of the Company made by the Board may be disallowed by the Company in a later general meeting.
- (d) A resolution or regulation made by the Company in general meeting cannot invalidate prior acts of the Board which would have been valid if that resolution or regulation had not been passed or made.

12.2 Establishment of Working Groups

- (a) The Board may, in its absolute discretion, establish or dismiss any **Working Group** from time to time.
- (b) The Board may, subject to the Corporations Act, delegate any of its powers to a Working Group consisting of one or more Directors or any other person the Board thinks fit.
- (c) A delegate of the Board may be authorised to sub-delegate any of the powers for the time being vested in the delegate.

12.3 Establishment of Advisory Groups

- (a) The Board may, in its absolute discretion, establish or dismiss any **Advisory Group** from time to time in order to receive specific input and guidance from the community.
- (b) The Board must adopt a separate terms of reference for each Advisory Group established under rule 12.3(a).
- (c) The Board must not delegate any of its powers to such Advisory Groups at any time or for any purpose.

12.4 Exercise of voting power in other corporations

- (a) The Board may exercise the voting power conferred by the shares in any corporation owned by the Company at the Board's discretion (including voting in favour of any resolution appointing any of the Directors as directors of that corporation).

- (b) A Director may vote in favour of the exercise of the voting rights under rule 12.4(a) even if the Director is, or may be about to be appointed, a director of that other corporation (and may be interested in the exercise of those voting rights).

12.5 Leave of absence

- (a) The Board may in its absolute discretion approve a leave of absence for any Director.
- (b) For the avoidance of doubt, any period of leave taken under rule 12.5(a) is to be included in the calculation of the period of service as a Director under rule 11.2(c) or rule 11.3(b).

12.6 Validity of acts

- (a) Acts of the Board, a Working Group or a Director are valid as if each person was duly appointed and qualified and continued to be a Director or a member of the Working Group (as the case may be) even if it is afterwards discovered that:
 - (i) there was a defect in their appointment; or
 - (ii) at the relevant time, they were disqualified under this Constitution or the Corporations Act.
- (b) If there are any vacancies on the Board, the remaining Directors may act subject to rule 12.6(c).
- (c) If the number of Directors is reduced below the minimum number fixed under rule 10.2, the continuing Directors may act only to increase the number of Directors to that number or to call a general meeting of the Company for that purpose.

13 Proceedings of the Board

13.1 Meetings of the Board

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

13.2 Convening of meetings of the Board

A meeting of the Board must be convened if called by the:

- (a) Chair;
- (b) Board; or
- (c) Secretary, upon the request of any two Directors.

13.3 Notice of meetings of the Board

- (a) Notice of a meeting of the Board must be given to each person who is, at the time the notice is given a Director, except a Director on leave of absence approved by the Board.
- (b) Notice of a meeting of the Board:
 - (i) must specify the time and place of the meeting;
 - (ii) need not state the nature of the business to be transacted at the meeting;
 - (iii) may, if necessary, be given immediately before the meeting; and
 - (iv) may be given in person, by post, by telephone or by electronic means.
- (c) A Director may waive notice of a meeting of the Board by giving notice to that effect in person, by post, by telephone or by electronic means.
- (d) Failure to give a Director notice of a meeting of the Board does not invalidate anything done or any resolution passed at the meeting if:
 - (i) the failure occurred by accident or inadvertent error; or
 - (ii) the Director attended the meeting or waived notice of the meeting (whether before or after the meeting).
- (e) A person who attends a meeting of the Board waives any objection that person may have to a failure to give notice of the meeting.

13.4 Quorum at meetings of the Board

- (a) No business may be transacted at a meeting of the Board unless a quorum of Directors is present at the time the business is dealt with.
- (b) The quorum for a meeting of the Board is a simple majority of the Directors.

13.5 Chair of meetings of the Board

- (a) The Chair is entitled (if present within ten minutes after the time appointed for the meeting and willing to act) to preside as chair at a meeting of the Board.
- (b) If at a meeting of the Board:
 - (i) there is no Chair;

- (ii) the Chair is not present within ten minutes after the time appointed for the holding of the meeting; or
- (iii) the Chair is present within that time but is not willing or declines to act as chair of the meeting,

the Deputy Chair if any, if then present and willing to act, is entitled to be chair of the meeting or if the Deputy Chair is not present or is unwilling or declines to act as chair of the meeting, the Directors present must elect one of themselves to chair that meeting.

13.6 Decisions of the Board

- (a) At a meeting of the Board, subject to rule 13.4(a), the Directors may exercise any authorities, powers and discretions vested in or exercisable by the Directors under this Constitution.
- (b) The Directors must aim to make decisions by consensus of the Board in the first instance.
- (c) If consensus on a particular decision is not met, then any questions arising at a meeting of the Board must be decided by a majority of votes cast by the Directors present and entitled to vote on the matter.
- (d) If the Directors' votes at a meeting of the Board are equal on a proposed resolution:
 - (i) the chair of the meeting does not have a casting vote; and
 - (ii) the proposed resolution is taken as lost.
- (e) Subject to rule 13.7, the Directors may exercise any authorities, powers and discretions vested in or exercisable by the Directors under this Constitution by adopting a resolution in writing (and without holding a meeting of the Board).

13.7 Circular resolution of Directors

- (a) A resolution in writing is as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted, if the resolution:
 - (i) has been given to all the Directors; and
 - (ii) is signed by all the Directors entitled to vote on that resolution.
- (b) The resolution may consist of several documents in the same form, each signed by one or more Directors.
- (c) A Director may consent to a resolution by:
 - (i) signing the document containing the resolution (or a copy of that document); or
 - (ii) giving to the Company a written notice (including by electronic means) addressed to the Chair signifying assent to the resolution and either setting out its terms or otherwise clearly identifying them.

13.8 Proceedings of Working Groups

- (a) Working Group proceedings are governed by the proceedings in this document that apply to meetings and proceedings of the Board.

- (b) A Working Group must follow instructions imposed by the Board.
- (c) A Working Group is under the control and direction of the Board and has no power in the management of the Company.

13.9 Proceedings of Advisory Groups

- (a) Advisory Group proceedings are governed by the proceedings in this document that apply to meetings and proceedings of the Board.
- (b) An Advisory Group must follow instructions imposed by the Board.
- (c) An Advisory Group is under the control and direction of the Board and has no power in the management of the Company.

14 Payments to Directors

- (a) The Directors are not entitled to any remuneration for their services as Directors.
- (b) Any payments to Directors must be approved by the Board including, but not limited to:
 - (i) out of pocket expenses incurred by a Director in performing a duty as a Director; and
 - (ii) a service rendered to the Company by a Director in a professional or technical capacity or as an employee, other than in their capacity as a Director, where:
 - (A) the provision of the service has the prior approval of the Board; and
 - (B) the amount payable is not more than an amount which commercially would be reasonable payment for the service.

15 Duties of Directors

15.1 Directors to comply

The Directors must comply with their duties as directors at law and in particular as described in the Corporations Act.

15.2 Director's interests

- (a) A Director is not disqualified by reason only of being a Director (or the fiduciary obligations arising from that office) from:
 - (i) holding an unpaid office (except auditor) or unpaid position or role in the Company or a Related Body Corporate of the Company;
 - (ii) holding an office or place of profit or employment in any other company, Body Corporate, trust or entity promoted by the Company, or in which it has an interest;
 - (iii) being a member, creditor or otherwise being interested in any Body Corporate (including the Company), partnership or entity, except as auditor of the Company;

- (iv) entering into any agreement or arrangement with the Company; or
- (v) acting in a professional capacity (or being a member of a firm which acts in a professional capacity) for the Company, except as auditor of the Company.
- (b) Each Director must comply with rule 15.3 on the disclosure of the Director's interests.

15.3 Disclosure of Director's interests

- (a) Subject to rule 15.3(b), a Director who has a perceived or actual material personal interest in a matter that relates to the affairs of the Company must give the other Directors notice of their interest.
- (b) A Director with a material personal interest in a matter that relates to the affairs of the Company is not required to give notice in the following circumstances:
 - (i) if all of the following conditions are met:
 - (A) the Director has already given notice of the nature and extent of the interest and its relation to the affairs of the Company;
 - (B) if a person who was not a Director at the time the notice was given is appointed as a Director, 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
 - (ii) if the Director has given a standing notice of the nature and extent of the interest in accordance with the Corporations Act and that standing notice is still effective in relation to the interest; or
 - (iii) as otherwise permitted under this Constitution or the Corporations Act .

15.4 Management of Director's interests

- (a) If a Director has a material personal interest in a matter that is being considered at a meeting of the Board (or that is proposed in a written resolution), except as provided under rule 15.4(c):
 - (i) that Director must not be present at the meeting while the matter is being discussed;
 - (ii) that Director must not be counted in a quorum at the meeting of the Board that considers the matter relating to the interest;
 - (iii) that Director must not vote on the matter;
 - (iv) the Company can proceed with any transaction that relates to the interest and the Director may participate in the execution of any relevant document by or on behalf of the Company;
 - (v) the Director may retain the benefits under the transaction that relates to the interest even though the Director has the interest; and
 - (vi) the Company cannot avoid any transaction that relates to the interest merely because of the existence of the interest.

- (b) If an interest of a Director is required to be disclosed under rule 15.3, rule 15.4(a)(iv) applies only if the interest is disclosed before the transaction is entered into.
- (c) A Director may still be present at a meeting of the Board and vote on a matter in which that Director has a material personal interest if:
 - (i) their interest arises because they are a Member, and the other Members have the same interest;
 - (ii) their interest relates to an insurance contract that insures, or would insure, the Director against liabilities that the Director incurs as a director of the Company;
 - (iii) their interest relates to a payment by the Company under rule 15.5, or any contract relating to an indemnity that is allowed under the Corporations Act;
 - (iv) the ASIC makes an order allowing the Director to vote on the matter, or it is otherwise permitted under the Corporations Act; or
 - (v) the Directors who do not have a material personal interest in the matter pass a resolution that:
 - (A) identifies the Director, the nature and extent of the Director's interest in the matter and how it relates to the affairs of the Company, and
 - (B) says that those Directors are satisfied that the interest should not stop the Director from voting or being present.

15.5 Directors may contract with the Company

- (a) No contract or arrangement with:
 - (i) the Company or any other person by a Director;
 - (ii) any contract or arrangement by or for the Company; or
 - (iii) any other person in which a Director is in any way interested,
 may be avoided for the reason of the interest of the Director.
- (b) Subject to rule 15.3, a Director need not account to the Company for any profit realised by any contract or arrangement, by reason of:
 - (i) holding the office of director of the Company; or
 - (ii) the fiduciary relationship established by the office of director of the Company.

16 Secretary

- (a) The Board may in its absolute discretion appoint and remove a Secretary from time to time.
- (b) Only an individual who has provided the Company with a signed consent may be Secretary.
- (c) The Secretary may be a Director.

- (d) The Secretary holds office on the terms and conditions the Board decides.

17 Execution of documents

The Company may sign a document without a seal, including a deed, by having the document signed by:

- (a) two Directors;
- (b) a Director and a Secretary; or
- (c) in any other manner permitted by law.

18 Financial records

18.1 Financial year

The financial year of the Company ends on 30 June each year.

18.2 Keeping of financial records

- (a) Proper books and financial records must be kept, recording the financial affairs of the Company. The Company must comply with the relevant accounting and auditing requirements of the Corporations Act.
- (b) The Board must make available to each Member a copy of the financial report for the most recent financial year, including a copy of the auditor's report and any other documentation as required by the Corporations Act.
- (c) The Board must lay the financial statements of the Company for the most recent financial year before the Members at each Annual General Meeting.

18.3 Banking of money

All the money of the Company must be deposited in an account in the name of the Company at a bank chosen by the Board.

18.4 Appointment of auditor

If required by the Corporations Act, the Company must appoint a qualified auditor or reviewer. No Member may act as auditor or reviewer of the Company.

19 Minutes

19.1 Contents of minutes

The Board must ensure that minutes of meetings are duly recorded in any manner it thinks fit, but which must include:

- (a) the names of those present at a meeting (including, any general meetings and meetings of the Board, Working Groups and Advisory Groups); and
- (b) details of all resolutions and proceedings at the meeting.

19.2 Signing of minutes

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

20 Company records

20.1 Maintaining records

- (a) The Company must retain its records for at least seven years.
- (b) The Directors must take reasonable steps to ensure that the Company's records are kept safe and secure.

20.2 Inspection by Members

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

20.3 Inspection by Director

A Director has the right to inspect any of the Board papers, and the books, records or documents of the Company.

21 Notices

21.1 Method of service

- (a) The Company may give notice to a Member by:
 - (i) delivering it personally to the Member's address in the Register (including leaving it at that address);
 - (ii) delivering it personally to their Member Representative;
 - (iii) sending it by prepaid post to the Member's address in the Register or any other address the Member gives the Company for notices; or
 - (iv) sending it to the electronic address the Member gives the Company for notices.
- (b) Where the Member is not known at the address in the Register or any other address (including electronic) the Member gives the Company for notices, all future notices are:
 - (i) given to the Member if the notice is shown in the Office, for a period of 48 hours; and
 - (ii) served at the commencement of that period,

until the Member informs the Company of the Member's updated address.

21.2 Time of service

- (a) A notice:

- (i) delivered personally is given and received at the time of delivery;
 - (ii) properly addressed and posted is given and received three Business Days after the day of its posting; and
 - (iii) sent or given by electronic transmission is effected by properly addressing and transmitting the electronic transmission, and is given and received on the day of its transmission.
- (b) Where a given number of days' notice or notice extending over any other period must be given, the day of service is not to be counted in the number of days or other period.

21.3 Evidence of service

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

21.4 Other communications and documents

Rules 21.1 to 21.3 (inclusive) apply, so far as they can and with any necessary changes, to serving any communication or document.

22 Indemnity, insurance and access

22.1 Indemnity in favour of Directors, Secretaries and other Officers

Subject to the Corporations Act and rule 22.2, the Company must indemnify each Director, Secretary and other Officer to the maximum extent permitted by law, against any Liability incurred by them because of their holding office as, and acting in the capacity of, Director, Secretary or other Officer of the Company, other than:

- (a) a Liability owed to the Company or a Related Body Corporate of the Company;
- (b) a Liability for a pecuniary penalty order under section 1317G of the Corporations Act or a compensation order under section 1317H of the Corporations Act; or
- (c) a Liability owed to a person other than the Company or a Related Body Corporate of the Company that did not arise out of conduct in good faith.

22.2 Indemnity for legal costs

The Company must indemnify each Director, Secretary and other Officer to the maximum extent permitted by law, against any Liability for legal costs incurred by them in respect of a Liability incurred by them because of their holding office as, and acting in the capacity of, Director, Secretary or other Officer of the Company other than for legal costs incurred:

- (a) in defending or resisting Proceedings, in which the Director, Secretary or other Officer is found to have a Liability for which they could not be indemnified under rule 22.1;
- (b) in defending or resisting criminal Proceedings in which the Director, Secretary or other Officer is found guilty;
- (c) in defending or resisting Proceedings brought by ASIC or a liquidator for a court order if the grounds for making the order are found by the court to have been established (but this rule 22.2(c) does not apply to costs incurred in responding to actions taken by ASIC

or a liquidator as part of an investigation before commencing Proceedings for the court order); or

- (d) in Proceedings for relief to the Director, Secretary or other Officer under the Corporations Act in which the court denies the relief.

22.3 Indemnity for employees

Subject to the Corporations Act and rule 22.4, the Company may indemnify an employee, who is not a Director, Secretary or other Officer of the Company, to the maximum extent permitted by law, against any Liability incurred by them because of their holding office as, and acting in the capacity of, an Officer of the Company, other than:

- (a) a Liability owed to the Company or a Related Body Corporate of the Company;
- (b) a Liability for a pecuniary penalty order under section 1317G Corporations Act or a compensation order under section 1317H Corporations Act; or
- (c) a Liability owed to a person other than the Company that did not arise out of conduct in good faith.

22.4 Indemnity for legal costs of employees

The Company may indemnify an employee other than a Director, Secretary or other Officer to the maximum extent permitted by law, against any Liability for legal costs incurred in respect of a Liability as, or because of their holding office as, and acting in the capacity of, an Officer of the Company other than for legal costs incurred:

- (a) in defending or resisting Proceedings, in which the Officer is found to have a Liability for which they could not be indemnified under rule 22.3;
- (b) in defending or resisting criminal Proceedings in which the Officer is found guilty;
- (c) in defending or resisting Proceedings brought by ASIC or a liquidator for a court order if the grounds for making the order are found by the court to have been established (but this rule 22.4 does not apply to costs incurred in responding to actions taken by ASIC or a liquidator as part of an investigation before commencing Proceedings for the court order); or
- (d) in Proceedings for relief to the Officer under the Corporations Act in which the court denies the relief.

22.5 Insurance for the benefit of Directors, Secretaries and other Officers

Subject to the Corporations Act, the Company may pay a premium for a contract insuring a person who is or has been a Director, Secretary or other Officer of the Company acting in that capacity against:

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

22.6 When insurance may not be provided by the Company

The Company must not pay, nor agree to pay, a premium for a contract insuring a person who is or has been a Director, Secretary or other Officer or an employee who is also an Officer of the Company, against a Liability (other than one for legal costs) arising out of:

- (a) conduct involving a wilful breach of duty about the Company; or
- (b) a contravention of section 182 or section 183 Corporations Act.

22.7 Access

- (a) A Director has a right of access to the financial records of the Company at all reasonable times.
- (b) Where the Board considers it appropriate, the Company may:
 - (i) give a Director or former Director access to certain papers, including documents provided or available to the Directors and other papers referred to in those documents; and
 - (ii) bind itself in any contract with a Director or former Director to give that access.

23 Amendment to the Constitution

Any amendment to this Constitution must be approved by a Special Resolution at a general meeting of the Company.