



Australian
Rural Leadership
Foundation

Leading the Nation

CORPORATIONS ACT 2001

CONSTITUTION

of the

AUSTRALIAN RURAL LEADERSHIP FOUNDATION LIMITED

ACN 056 874 787

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**CORPORATIONS ACT 2001
COMPANY LIMITED BY GUARANTEE**

CONSTITUTION

OF

AUSTRALIAN RURAL LEADERSHIP FOUNDATION LIMITED

ACN 056 874 787

PRELIMINARY

1. DEFINITIONS AND INTERPRETATION

1.1 In this Constitution unless the contrary intention appears:

'Alternate Director' means a person appointed as an alternate director under clause 35;

'Auditor' means the Company's auditor;

'Company' means the Australian Rural Leadership Foundation Limited;

'Constitution' means the constitution of the Company as amended from time to time;

'Director' includes any person occupying the position of director of the Company and, where appropriate, includes an Alternate Director;

'Directors' means all or some of the Directors acting as a board;

'Member' means a member under clause 4;

'Office' means the Company's registered office;

'Register' means the register of Members of the Company;

'Registered Address' means the last known address of a Member as noted in the Register;

'Representative' means a person appointed as such under clause 7;

'rural industries' includes the production, processing, storage, transport or marketing of the products of primary production (including, but not limited to, agricultural, horticultural, livestock, forestry and fish production activities and related or ancillary processing) and services to facilitate such activity or the sustainable use of the resources on which such activity depends together with all associated services and industries;

'Seal' means the Company's common seal (if any); and

'Secretary' means any person appointed by the Directors to perform any of the duties of a secretary of the Company and if there are joint secretaries, any one or more of such joint secretaries.

‘Special Skills Director’ means a Director appointed by the Directors pursuant to clause 25.2 who will be an eminent person or person offering skills, expertise or networks valuable to the Company.

1.2 In this Constitution, unless the contrary intention appears:

- (a) the singular includes the plural and vice versa and words importing a gender include other genders;**
- (b) words importing natural persons include corporations;**
- (c) words and expressions defined in the *Corporations Act 2001* have the same meaning in this Constitution;**
- (d) headings are for ease of reference only and do not affect the construction of this Constitution; and**
- (e) a reference to the *Corporations Act 2001* is a reference to the *Corporations Act 2001* as modified or amended from time to time.**

1.3 Unless the contrary intention appears in this Constitution, an expression in a clause of this Constitution has the same meaning as in a provision of the *Corporations Act 2001* that deals with the same matter as the clause.

1.4 To the extent permitted by law, the replaceable rules in the *Corporations Act 2001* do not apply to the Company.

2. OBJECTS

2.1 The objects for which the Company is established are:

- (a) to increase the economic, social and environmental benefits for the people, communities and industries of rural Australia by identifying, developing and supporting committed rural and regional leaders to become inspired and highly effective at regional, state, national and international levels;**
- (b) to enhance the level of leadership ability and skills of people engaged in or supporting rural industries and communities through the design, planning, conduct and marketing of programs of education and training;**
- (c) to promote rural industries and community leadership skills and ability within rural industries and communities;**
- (d) to provide a forum for sharing of ideas, experience and skills about Australian and international issues in relation to rural industries and community leadership; and**
- (e) to develop methods and materials for the development, education and training of leadership skills and ability in rural industries and communities in Australia.**

2.2 The Company may only exercise the powers in section 124(1) of the *Corporations Act 2001* to:

- (a) carry out the objects in this clause 2; and**

- (b) do all things incidental or convenient in relation to the exercise of power under clause 2.2(a).

3. INCOME AND PROPERTY OF COMPANY

3.1 The income and property of the Company will only be applied towards the promotion of the objects of the Company set out in clause 2.

3.2 No income or property will be paid or transferred directly or indirectly to any Member of the Company except for payments to a Member:

- (a) in return for any services rendered or goods supplied in the ordinary and usual course of business to the Company; or
- (b) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent.

MEMBERSHIP

4. ADMISSION

4.1 The number of Members is unlimited.

4.2 The Members of the company will be with effect after the 2006 annual general meeting:

- (a) the Members of the Company in their categories of membership at that time; and
- (b) any other persons, corporations or organisations whom or which the Directors admit to membership in accordance with this Constitution.

4.3 A person will be entitled to become a Member only by invitation of the Directors.

4.4 The Company will have the following categories of membership with criteria as specified:

(a) **Governor**

The Directors may issue an invitation for membership as a Governor to the Rural Industries Research and Development Corporation and to persons who have:

- (i) provided meritorious service to the Company as Patron, Chairman, Non Executive Director or Executive Director; or
- (ii) provided to the Company not less than five untied scholarships; or
- (iii) provided to the Company not less than ten tied scholarships; or
- (iv) provided meritorious service to the broader community and industry in pursuing objects aligned with the Company.

(b) **Fellow**

The Directors may issue an invitation for membership as a Fellow to any persons or person who have participated in and successfully completed leadership programs conducted by the Company.

(c) **Honorary Fellow**

The Directors may issue an invitation for membership as an Honorary Fellow to persons who have:

- (i) provided meritorious service to the Company as Patron, Chairman, Director or Chief Executive; or,
- (ii) provided meritorious service to the broader community and industry in pursuing objects aligned with the Company

- 4.5 A person may not be a Member in more than one category of membership. Any Member who is issued an invitation for membership in an additional category of membership must not accept such invitation unless resigning membership in the person's existing category of membership.
- 4.6 Acceptances of invitations for membership of the Company will be in writing, signed by the acceptor, in a form approved by the Directors in their absolute discretion.
- 4.7 At the next meeting of Directors after the receipt of an acceptance of an application for membership, the Directors will admit the acceptor to membership in the invited category.
- 4.8 As soon as practicable following the admission of a new Member, the Secretary will send the new Member written notice of the admission.
- 4.9 The rights and privileges of every Member will be personal to each Member and will not be transferable by the Member's own act or by operation of law.
- 4.10 Subject to clause 18, all Members have the right to receive notices of general meetings and to attend and to vote at any general meeting of the Company.
- 4.11 No subscriptions are payable by any Member or category of Member unless resolved otherwise by the Company in general meeting. Such resolution may set the amount and the terms of any subscription, or may allow the Directors to set the amount and terms.

5. CEASING TO BE A MEMBER

5.1 A Member's membership of the Company will cease:

- (a) if the Member gives the Secretary written notice of resignation, from the date of receipt of that notice by the Secretary;
- (b) if a majority of three-quarters of the Directors present and voting at a meeting of Directors by resolution terminate the membership of a Member:
 - (i) whose conduct in their opinion renders it undesirable that that Member continue to be a Member of the Company;
 - (ii) only after the Member has been given at least 21 days' notice of the resolution and has had the opportunity to be heard at the meeting at which the resolution is proposed;
- (c) if the Member does not pay a subscription within 30 days after it becomes due and:
 - (i) the Directors give the Member written notice of that fact;

- (ii) the subscription remains unpaid 30 days from the date of that notice; and
 - (iii) the Directors declare that Member's membership forfeited and give the Member written notice of the decision;
- (d) where the Member is an individual, if the Member:
- (i) dies;
 - (ii) becomes mentally incapacitated or whose person or estate is liable to be dealt with in any way under the laws relating to mental health; or
 - (iii) is convicted of an indictable offence; or
- (e) where the Member is not an individual, if:
- (i) a liquidator is appointed in connection with the winding-up of the Member; or
 - (ii) an order is made by a Court for the winding-up or deregistration of the Member.

6. POWERS OF ATTORNEY

- 6.1 If a Member executes or proposes to execute any document or do any act by or through an attorney which affects the Company or the Member's membership in the Company, that Member must deliver the instrument appointing the Attorney to the Company for notation.
- 6.2 If the Company asks the Member to file with it a certified copy of the instrument for the Company to retain, the Member will promptly comply with that request.
- 6.3 The Company may ask for whatever evidence it thinks appropriate that the power of attorney is effective and continues to be in force.

7. REPRESENTATIVES

- 7.1 Any corporation or organisation which is a Member may by written notice to the Secretary:
- (a) appoint a natural person to act as its Representative in all matters connected with the Company as permitted by the *Corporations Act 2001*; and
 - (b) remove a Representative.
- 7.2 A Representative is entitled to:
- (a) exercise at a general meeting all the powers which the corporation or organisation which appointed him or her could exercise if it were a natural person;
 - (b) stand for election as a Director; and

- (c) be counted towards a quorum on the basis that the Member corporation or organisation is to be considered personally present at a general meeting by its Representative.
- 7.3 A certificate executed in accordance with section 127 of the *Corporations Act 2001* is rebuttable evidence of the appointment or of the removal of the appointment (as appropriate) of the Representative.
- 7.4 The chairperson of a general meeting may allow a Representative to vote on the condition that he or she subsequently establishes his or her status as a Representative within a period prescribed by and to the satisfaction of the chairperson of the general meeting.
- 7.5 The appointment of a Representative may set out restrictions on the Representative's powers.

GENERAL MEETINGS

8. CALLING GENERAL MEETING

- 8.1 Any three (3) Directors may, at any time, call a general meeting.
- 8.2 A Member may:
 - (a) only request the Directors to call a general meeting in accordance with section 249D of the *Corporations Act 2001*; and
 - (b) not request or call and arrange to hold a general meeting except under section 249E or 249F of the *Corporations Act 2001*.

9. NOTICE OF GENERAL MEETING

- 9.1 Subject to the provisions of the *Corporations Act 2001* allowing general meetings to be held with shorter notice, at least 21 days written notice (exclusive of the day on which the notice is served or deemed to be served and of the day for which notice is given) must be given to Members of any general meeting.
- 9.2 A notice calling a general meeting:
 - (a) must specify 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; and
 - (b) must state the general nature of the business to be transacted at the meeting; and
 - (c) may specify a place, facsimile number and electronic address for the purposes of proxy appointment.
- 9.3 A notice of an annual general meeting need not state that the business to be transacted at the meeting includes:
 - (a) the consideration of the annual financial report, Directors' report and the Auditor's report;

- (b) the election of directors; or
 - (c) the appointment and fixing of the remuneration of the Auditor.
- 9.4 (a) The Directors may postpone or cancel any general meeting whenever they think fit (other than a meeting called as the result of a request under clause 8.2).
- (b) The Directors must give notice of the postponement or cancellation to all persons referred to in clause 49.1 entitled to receive notices from the Company.
- 9.5 The failure or accidental omission to send a notice of a general meeting (including a proxy appointment form) to any Member or the non-receipt of a notice (or form) by any Member does not invalidate the proceedings at or any resolution passed at the general meeting.

PROCEEDINGS AT GENERAL MEETINGS

10. MEMBER

In clauses 11, 12, 14 and 18, 'Member' includes a Member present in person or by proxy, attorney or Representative.

11. QUORUM

11.1 No business may be transacted at a general meeting unless a quorum of Members is present when the meeting proceeds to business.

11.2 A quorum of Members is five (5) Members.

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

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

12. CHAIRPERSON

12.1 The chairperson, or in the chairperson's absence the deputy chairperson, of Directors' meetings will be the chairperson at every meeting of Members.

- 12.2 If:
- (a) there is no chairperson or deputy chairperson; or
 - (b) neither the chairperson nor deputy chairperson is present within 15 minutes after the time appointed for holding the general meeting; or
 - (c) the chairperson and deputy chairperson are unwilling to act as chairperson of the general meeting,

the Directors present may elect a chairperson of the general meeting of the Members.

12.3 If no election is made under clause 12.2, then:

- (a) the Members may elect one of the Directors present as chairperson; or
- (b) if no Director is present or is willing to take the chair, the Members may elect one of the Members present as chairperson.

12.4 If there is a dispute at a general meeting about a question of procedure, the chairperson may determine the question.

13. ADJOURNMENT

13.1 The chairperson of a general meeting at which a quorum is present:

- (a) in his or her discretion may adjourn the general meeting with the meeting's consent; and
- (b) must adjourn the general meeting if the meeting directs him or her to do so.

13.2 An adjourned general meeting may take place at a different venue to the initial general meeting.

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

13.4 Notice of an adjourned general meeting must only be given in accordance with clause 9.1 if a general meeting has been adjourned for more than 21 days.

14. DECISION ON QUESTIONS

14.1 Subject to the *Corporations Act 2001* in relation to special resolutions and to clause 1, a resolution is carried if a majority of the votes cast on the resolution are in favour of the resolution.

14.2 A resolution put to the vote of a meeting is decided on a show of hands unless a poll is demanded in accordance with the *Corporations Act 2001*.

14.3 Unless a poll is demanded:

- (a) a declaration by the chairperson that a resolution has been carried, carried by a specified majority, or lost; and

(b) an entry to that effect in the minutes of the meeting,

are conclusive evidence of the fact without proof of the number or proportion of the votes in favour of or against the resolution.

14.4 The demand for a poll may be withdrawn.

14.5 A decision of a general meeting may not be impeached or invalidated on the ground that a person voting at the general meeting was not entitled to do so.

15. TAKING A POLL

15.1 A poll will be taken when and in the manner that the chairperson directs.

15.2 The result of the poll will be the resolution of the meeting at which the poll was demanded.

15.3 The chairperson may determine any dispute about the admission or rejection of a vote.

15.4 The chairperson's determination, if made in good faith, will be final and conclusive.

15.5 A poll demanded on the election of the chairperson or the adjournment of a general meeting must be taken immediately.

15.6 After a poll has been demanded at a general meeting, the general meeting may continue for the transaction of business other than the question on which the poll was demanded.

16. CASTING VOTE OF CHAIRPERSON

The chairperson has a casting vote in addition to the chairperson's votes (if any) as a Member, proxy, attorney or Representative.

17. OFFENSIVE MATERIAL

A person may be refused admission to, or required to leave and not return to, a meeting if the person:

(a) refuses to permit examination of any article in the person's possession; or

(b) is in possession of any:

(i) electronic or recording device;

(ii) placard or banner; or

(iii) other article which the chairperson considers to be dangerous, offensive or liable to cause disruption.

VOTES OF MEMBERS

18. ENTITLEMENT TO VOTE

A Member entitled to vote has one vote.

19. OBJECTIONS

19.1 An objection to the qualification of a voter may only be raised at the general meeting or adjourned general meeting at which the voter tendered its vote.

19.2 An objection must be referred to the chairperson of the general meeting, whose decision is final.

19.3 A vote which the chairperson does not disallow because of an objection is valid for all purposes.

20. VOTES BY PROXY

20.1 If a Member appoints a proxy, proxies or an attorney, the proxy, proxies or attorney may not vote on a show of hands.

20.2 A proxy need not be a Member.

20.3 A proxy may demand or join in demanding a poll.

20.4 A proxy or attorney may vote on a poll.

20.5 A proxy may vote or abstain as he or she chooses except where the appointment of the proxy directs the way the proxy is to vote on a particular resolution. If a proxy votes at all, the proxy will be deemed to have voted all directed proxies in the manner directed.

21. DOCUMENT APPOINTING PROXY

21.1 An appointment of a proxy is valid if it is signed by the Member making the appointment and contains the information required by subsection 250A(1) of the *Corporations Act 2001*. The Directors may determine that an appointment of proxy is valid even if it only contains some of the information required by section 250A(1) of the *Corporations Act 2001*.

21.2 For the purposes of clause 21.1, an appointment received at an electronic address will be taken to be signed by the Member if:

- (a) a personal identification code allocated by the Company to the Member has been input into the appointment; or
- (b) the appointment has been verified in another manner approved by the Directors.

21.3 A proxy's appointment is valid at an adjourned general meeting.

21.4 A proxy or attorney may be appointed for all general meetings or for any number of general meetings or for a particular purpose.

21.5 Unless otherwise provided for in the proxy's appointment or in any instrument appointing an attorney, the appointment of the proxy or the attorney will be taken to confer authority:

- (a) to vote on:**
 - (i) any amendment moved to the proposed resolutions and on any motion that the proposed resolution not be put or any similar motion; and**
 - (ii) any procedural motion, including any motion to elect the chairperson, to vacate the chair or to adjourn the general meeting, even though the appointment may specify the way the proxy or attorney is to vote on a particular resolution; and**
- (b) to vote on any motion before the general meeting whether or not the motion is referred to in the appointment.**

21.6 If a proxy appointment is signed by the Member but does not name the proxy or proxies in whose favour it is given, the chairperson may either cast as proxy or complete the appointment by inserting the name or names of one or more directors or the Secretary.

22. LODGMENT OF PROXY

22.1 The written appointment of a proxy or attorney must be received by the Company, at least 48 hours (unless otherwise specified in the notice of meeting to which the proxy relates) before:

- (a) the time for holding the general meeting or adjourned general meeting at which the appointee proposes to vote; or**
- (b) the taking of a poll on which the appointee proposes to vote.**

22.2 The Company receives an appointment of a proxy and any power of attorney or other authority under which it was executed when they are received at:

- (a) the Office;**
- (b) a facsimile number at the Office; or**
- (c) a place, facsimile number or electronic address specified for that purpose in the notice of meeting.**

23. VALIDITY

A vote cast in accordance with an appointment of proxy or power of attorney is valid even if before the vote was cast the appointor:

- (a) died;**
- (b) became mentally incapacitated; or**
- (c) revoked the proxy or power,**

unless any written notification of the death, unsoundness of mind or revocation was received by the Company before the relevant general meeting or adjourned general meeting.

APPOINTMENT AND REMOVAL OF DIRECTORS

24. NUMBER OF DIRECTORS

24.1 There will not be less than three (3) nor more than nine (9) Directors.

25. APPOINTMENT AND REMOVAL OF DIRECTORS

25.1 The Members comprising each of the two categories of membership may elect a minimum of one (1) and, up to three (3) Directors, from members and non members of their membership category, to represent their membership category.

25.2 The Directors by invitation may appoint a minimum of one (1) and, up to three (3) Special Skills Directors. A Special Skills Director's term will automatically cease at the close of the next annual general meeting following the Director's appointment. The provisions of clause 27.5 do not apply to a Special Skills Director.

25.3 Appointments under clause 25.1 will be made at annual general meetings of the Company by ordinary resolution of those members of the respective category present and voting in person or by proxy, attorney or Representative and will take effect from the end of the meeting.

25.4 The Company may by resolution passed in general meeting:

- (a) remove any Director before the end of the Director's period of office; and
- (b) appoint another person in the Director's place.

25.5 A person appointed under clause 25.4(b) will hold office for the period for which the Director replaced would have held office if the Director had not been removed.

- 25.6
- (a) If the conduct or position of any Director is such that continuance in office appears to the majority of the Directors to be prejudicial to the interests of the Company, a majority of Directors at a meeting of the Directors specifically called for that purpose may suspend that Director.
 - (b) Within 14 days of the suspension, the Directors must call a general meeting, at which the Members may either confirm the suspension and remove the Director from office in accordance with clause 25.4(a) or annul the suspension and reinstate the Director.

26. CASUAL VACANCIES

26.1 The Directors may appoint any person as a Director to fill a casual vacancy.

26.2 A Director appointed under clause 26.1 will hold office for the period for which the Director replaced would have held office if the Director had not been removed.

27. RETIREMENT

- 27.1** At the close of each annual general meeting after the 2006 annual general meeting, one Director appointed by each of the two categories of membership must retire (unless the number of appointees of a category is less than three in which case no appointee of that category need retire pursuant to this clause 27.1), being a total of up to two Directors to retire pursuant to this clause 27.1.
- 27.2** (a) The Director appointed by a category of membership to retire pursuant to clause 27.1 (if any) is the Director from those appointed by that category who has been longest in office since their last election, unless another appointee of that category retires. For the purposes of this clause 27.2(a), a Director appointed pursuant to clause 25.3(b) or clause 26.1 will be deemed to have been appointed by the category of membership that appointed the Director replaced and to have held office since the election of the Director replaced.
- (b) Directors elected on the same day must agree among themselves or determine by lot which of them must retire.
- 27.3** A Director must retire from office at the close of the third annual general meeting after the Director was last elected, even if his or her retirement results in more Directors retiring from office than as specified in clause 27.1. This clause 27.3 does not apply to a Special Skills Director
- 27.4** A retiring Director remains in office until the end of the meeting and, subject to clause 27.5, will be eligible for re-election at the meeting.
- 27.5** A retiring Director is ineligible for re-election after serving a total of six (6) years in office. A period of appointment pursuant to clause 25.4(b) or clause 26.1 will be counted towards the number of years served in office for the purpose of this clause 27.5. This clause 27.5 is only applicable to the number of years served in office commencing at or after the 2002 annual general meeting.
- 27.6** Notwithstanding any other clause of this Constitution:
- (a) the terms of appointment of all Directors holding office immediately prior to the 2002 annual general meeting expire at the close of that meeting unless re-appointed at the meeting pursuant to clause 25.1; and
- (b) Directors appointed or re-appointed at the 2002 annual general meeting are not required to retire at the close of that meeting but are required to retire at subsequent annual general meetings in accordance with clause 27.1.

28. NOMINATION OF DIRECTOR

- 28.1** A person other than a retiring Director is not eligible for election as a Director at an annual general meeting unless the person, or a Member who intends to propose the person, has left at the Office a written notice signed by him or her:
- (a) giving the person's consent to the nomination; and
- (b) stating either that the person is a candidate for the office of Director or that the Member intends to propose the person for election.

- 28.2 A notice given in accordance with clause 28.1 must be left at the Office at least six (6) weeks before the relevant annual general meeting.
- 28.3 A written notice referring to all Director vacancies and each candidate for election, must be sent to all Members with the notice for the annual general meeting before every annual general meeting at which an election of a Director will take place.

29. VACATION OF OFFICE

The office of a Director immediately becomes vacant if the Director:

- (a) is prohibited by the *Corporations Act 2001* from holding office or continuing as a Director;
- (b) is liable to have a person appointed, under a law relating to the administration of estates of persons who through mental or physical incapacity are incapable of managing their affairs, to administer it, or becomes in the opinion of the Directors incapable of performing his or her duties;
- (c) resigns by notice in writing to the Company; or
- (d) is removed by a resolution of the Company;
- (e) is absent from Directors' meetings for three (3) consecutive meetings without leave of absence from the Directors;
- (f) is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of the interest as required by the *Corporations Act 2001*; or
- (g) is the Chief Executive Officer (or equivalent) of a Member that ceases to be a Member under clause 5.1.

POWERS AND DUTIES OF DIRECTORS

30. POWERS AND DUTIES OF DIRECTORS

- 30.1 The business of the Company is managed by the Directors who may exercise all powers of the Company that this Constitution and the *Corporations Act 2001* do not require to be exercised by the Company in general meeting.
- 30.2 Without limiting the generality of clause 30.1, the Directors may exercise all the powers of the Company to:
- (a) borrow money;
 - (b) charge any property or business of the Company;
 - (c) give any other security for a debt, liability or obligation of the Company or of any other person; and
 - (d) guarantee or to become liable for the payment of money or the performance of any obligation by or of any other person.

- 30.3 Subject to this Constitution and the *Corporations Act 2001*, the Directors may make, annul or vary rules for the efficient operation and management of the Company, provided that in making or varying any such rules the Directors shall ensure that the rules are fair and equitable to all members and do not discriminate between members. Any rules made or varied pursuant to this clause are binding on the members.

PROCEEDINGS OF DIRECTORS

31. DIRECTORS' MEETINGS

- 31.1 (a) A Director may at any time, and the Secretary must on the request of a Director, call a Directors' meeting.
- (b) A Directors' meeting must be called on at least 48 hours written notice of a meeting to each Director and each Director's alternate.
- 31.2 It is not necessary to give notice of a meeting of the Directors to an Australian resident whom the Secretary, when giving notice to the other Directors, reasonably believes to be temporarily outside Australia.
- 31.3 (a) Subject to the *Corporations Act 2001*, a Directors' meeting may be held by the Directors communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion.
- (b) The Directors need not all be physically present in the same place for a Directors' meeting to be held.
- (c) Subject to clause 34, a Director who participates in a meeting held in accordance with this Constitution is taken to be present and entitled to vote at the meeting.
- 31.4 Clause 31.3 applies to meetings of Directors' committees as if all committee members were Directors.
- 31.5 The Directors may meet together, adjourn and regulate their meetings as they think fit.
- 31.6 A quorum is a majority of Directors for the time being.
- 31.7 Where a quorum cannot be established for the consideration of a particular matter at a meeting of Directors, the chairperson may call a general meeting of Members to deal with the matter.
- 31.8 Notice of a meeting of Directors may be given in writing, or the meeting may be otherwise called using any technology consented to by all the Directors.

32. DECISION ON QUESTIONS

- 32.1 Subject to this Constitution, questions arising at a meeting of Directors are to be decided by a majority of votes of the Directors present and voting and, subject to clause 34, each Director has one vote.
- 32.2 The chairperson of a meeting has a casting vote in addition to his or her deliberative vote.

- 32.3 (a) An Alternate Director has one vote for each Director for whom he or she is an alternate.
- (b) If the Alternate Director is a Director, he or she also has a vote as a Director.

PAYMENTS TO DIRECTORS

33. PAYMENTS TO DIRECTORS

No payment will be made to any Director of the Company other than payment:

- (a) of out of pocket expenses incurred by the Director in the performance of any duty as Director of the Company where the amount payable does not exceed an amount previously approved by the Directors of the Company;
- (b) relating to an indemnity in favour of the Director and permitted by section 199A of the *Corporations Act 2001* or a contract of insurance permitted by section 199B.

34. DIRECTORS' INTERESTS

- 34.1 No contract made by a Director with the Company and no contract or arrangement entered into by or on behalf of the Company in which any Director may be in any way interested is avoided or rendered voidable merely because of the Director holding office as a director or because of the fiduciary obligations arising out of that office.
- 34.2 No Director contracting with or being interested in any arrangement involving the Company is liable to account to the Company for any profit realised by or under any such contract or arrangement merely because of the Director holding office as a director or because of the fiduciary obligations arising out of that office.
- 34.3 A Director is not disqualified merely because of being a Director from contracting with the Company in any respect.
- 34.4 Subject to clause 33, a Director or a body or entity in which a Director has a direct or indirect interest may:
- (a) enter into any agreement or arrangement with the Company;
- (b) hold any office or place of profit other than as auditor in the Company; and
- (c) act in a professional capacity other than as auditor for the Company,
- and the Director or the body or entity can receive and keep beneficially any remuneration, profits or benefits under any agreement or arrangement with the Company or from holding an office or place of profit in or acting in a professional capacity with the Company.
- 34.5 A Director who has a material personal interest in a matter that is being considered at a Directors' meeting must not:
- (a) be present while the matter is being considered at the meeting; or
- (b) vote on the matter,

unless permitted by the *Corporations Act 2001* to do so, in which case the Director may:

- (c) be counted in determining whether or not a quorum is present at any meeting of Directors considering that contract or arrangement or proposed contract or arrangement;
- (d) sign or countersign any document relating to that contract or arrangement or proposed contract or arrangement; and
- (e) vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement.

34.6 A Director may be or become a director or other officer of, or otherwise interested in, any related body corporate or any other body corporate promoted by the Company or in which the Company may be interested as a vendor, shareholder or otherwise and is not accountable to the Company for any remuneration or other benefits received by the Director as a director or officer of, or from having an interest in, that body corporate.

35. ALTERNATE DIRECTORS

35.1 A Director may, with the approval of the Directors, appoint any person as his or her alternate for a period determined by that Director.

35.2 An Alternate Director is entitled to notice of Directors' meetings and, if the appointor is not present at a meeting, is entitled to attend, be counted in a quorum and vote as a Director.

35.3 An Alternate Director is an officer of the Company and is not an agent of the appointor.

35.4 The provisions of this Constitution which apply to Directors also apply to Alternate Directors.

35.5 (a) The appointment of an Alternate Director may be revoked at any time by the appointor or by the other Directors.

(b) An Alternate Director's appointment ends automatically when his or her appointor ceases to be a Director.

35.6 Any appointment or revocation under this clause must be effected by written notice delivered to the Secretary.

36. REMAINING DIRECTORS

36.1 The Directors may act even if there are vacancies on the board.

36.2 If the number of Directors is not sufficient to constitute a quorum at a Directors' meeting, the Directors may act only to:

- (a) appoint a Director; or
- (b) call a general meeting.

37. CHAIRPERSON

- 37.1** The Directors may elect a Director as chairperson of Directors' meetings and may determine the period for which the chairperson will hold office.
- 37.2** The Directors may elect a Director as deputy chairperson to act as chairperson in the chairperson's absence.
- 37.3** At a meeting of Directors, if:
- (a)** no chairperson has been elected; or
 - (b)** the elected chairperson is not present within ten (10) minutes after the time appointed for the meeting or is unwilling to act;

the deputy chairperson shall chair the meeting. If no deputy chairperson has been elected or the deputy chairperson is not then present or is unwilling to act, the Directors present must elect a Director present to chair the meeting. If the chairperson elected pursuant to clause 37.1 subsequently joins the meeting, he or she may take the chair.

38. DELEGATION

- 38.1** (a) The Directors may delegate any of their powers, other than those which by law must be dealt with by the Directors as a board, to a committee or committees.
- (b) The Directors may at any time revoke any delegation of power to a committee.
- 38.2** At least one member of each committee must be a Director.
- 38.3** A committee must exercise its powers in accordance with any directions of the Directors and a power exercised in that way is taken to have been exercised by the Directors.
- 38.4** A committee may be authorised by the Directors to sub-delegate all or any of the powers for the time being vested in it.
- 38.5** Meetings of any committee of Directors will be governed by the provisions of this Constitution which deal with Directors' meetings so far as they are applicable and are not inconsistent with any directions of the Directors. The provisions apply as if each member was a Director.

39. WRITTEN RESOLUTIONS

- 39.1** The Directors may pass a resolution without a Director's meeting being held if all the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last Director signs.
- 39.2** For the purposes of clause 39.1, separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.
- 39.3** Any document referred to in this clause may be in the form of a facsimile or electronic transmission.

39.4 The minutes of Directors' meetings must record that a meeting was held in accordance with this clause 39.

39.5 This clause applies to meetings of Directors' committees as if all members of the committee were Directors.

40. VALIDITY OF ACTS OF DIRECTORS

If it is discovered that:

(a) there was a defect in the appointment of a person as a Director, Alternate Director or member of a Directors' committee; or

(b) a person appointed to one of those positions was disqualified,

all acts of the Directors or the Directors' committee before the discovery was made are as valid as if the person had been duly appointed and was not disqualified.

41. MINUTES AND REGISTERS

41.1 The Directors must cause minutes to be made of:

(a) the names of the Directors present at all Directors' meetings and meetings of Directors' committees;

(b) all proceedings and resolutions of general meetings, Directors' meetings and meetings of Directors' committees;

(c) all resolutions passed by Directors in accordance with clause 39;

(d) all appointments of officers;

(e) all orders made by the Directors and Directors' committees; and

(f) all disclosures of interests made under clause 34.

41.2 Minutes must be signed by the chairperson of the meeting or by the chairperson of the next meeting of the relevant body.

41.3 The Company must keep all registers required by this Constitution and the *Corporations Act 2001*.

LOCAL MANAGEMENT

42. LOCAL MANAGEMENT

42.1 The Directors may provide for the management and transaction of the affairs of the Company in any places and in such manner as they think fit.

42.2 Without limiting clause 42.1 the Directors may:

- (a) establish local boards or agencies for managing any of the affairs of the Company in a specified place and appoint any persons to be members of those local boards or agencies; and
- (b) delegate to any person appointed under clause 42.2(a) any of the powers, authorities and discretions which may be exercised by the Directors under this Constitution,

on any terms and subject to any conditions determined by the Directors.

42.3 The Directors may at any time revoke or vary any delegation under this clause 42.

43. APPOINTMENT OF ATTORNEYS AND AGENTS

43.1 The Directors may from time to time by resolution or power of attorney executed in accordance with section 127 of the *Corporations Act 2001* appoint any person to be the attorney or agent of the Company:

- (a) for the purposes;
- (b) with the powers, authorities and discretions (not exceeding those exercisable by the Directors under this Constitution);
- (c) for the period; and
- (d) subject to the conditions,

determined by the Directors.

43.2 An appointment by the Directors of an attorney or agent of the Company may be made in favour of:

- (a) any member of any local board established under this Constitution;
- (b) any company;
- (c) the members, directors, nominees or managers of any company or firm; or
- (d) any fluctuating body of persons whether nominated directly or indirectly by the Directors.

43.3 A power of attorney may contain such provisions for the protection and convenience of persons dealing with an attorney as the Directors think fit.

43.4 The Directors may appoint attorneys or agents by facsimile transmission, telegraph or cable to act for and on behalf of the Company.

43.5 An attorney or agent appointed under this clause 43 may be authorised by the Directors to sub-delegate all or any of the powers authorities and discretions for the time being vested in it.

SECRETARY

44. SECRETARY

- 44.1 If required by the *Corporations Act 2001*, there must be at least one secretary of the Company appointed by the Directors for a term and at remuneration and on conditions determined by them.
- 44.2 The Secretary is entitled to attend and be heard on any matter at all Directors' and general meetings.
- 44.3 The Directors may, subject to the terms of the Secretary's employment contract, suspend, remove or dismiss the Secretary.

SEALS

45. COMMON SEAL

- 45.1 If the Company has a Seal:
- (a) the Directors must provide for the safe custody of the Seal;
 - (b) the Seal must not be used without the authority of the Directors or a Directors' committee authorised to use the Seal; and
 - (c) every document to which the Seal is affixed must be signed by a Director and be countersigned by another Director, the Secretary or another person appointed by the Directors to countersign the document.

46. DUPLICATE SEAL

- 46.1 If the Company has a Seal, the Company may have one or more duplicate Seals of the Seal each of which:
- (a) must be a facsimile of the Seal with the addition on its face of the words 'Duplicate Seal'; and
 - (b) must not be used except with the authority of the Directors.

INSPECTION OF RECORDS

47. INSPECTION OF RECORDS

- 47.1 Except as otherwise required by the *Corporations Act 2001*, the Directors may determine whether and to what extent, and at what times and places and under what conditions, the financial records and other documents of the Company or any of them will be open for inspection by Members other than Directors.
- 47.2 A Member other than a Director does not have the right to inspect any financial records or other documents of the Company unless the Member is authorised to do so by a court order or a resolution of the Directors.

NOTICES

48. SERVICE OF NOTICES

48.1 Notice may be given by the Company to any person who is entitled to notice under this Constitution:

- (a) by serving it on the person; or
- (b) by sending it by post, facsimile transmission or electronic notification to the person at the person's address shown in the Register or the address supplied by the person to the Company for sending notices to the person.

48.2 A notice sent by post is taken to be served:

- (a) by properly addressing, prepaying and posting a letter containing the notice; and
- (b) on the day after the day on which it was posted.

48.3 A notice sent by facsimile transmission or electronic notification is taken to be served:

- (a) by properly addressing the facsimile transmission or electronic notification and transmitting it; and
- (b) on the day after its despatch.

48.4 If a Member has no Registered Address a notice will be taken to be served on that Member 24 hours after it was posted on a notice board at the Office.

48.5 A Member whose Registered Address is not in Australia may specify in writing an address in Australia to be taken to be the Member's Registered Address within the meaning of this clause.

48.6 A certificate in writing signed by a Director, Secretary or other officer of the Company that a document or its envelope or wrapper was addressed and stamped and was posted is conclusive evidence of posting.

48.7 Subject to the *Corporations Act 2001* the signature to a written notice given by the Company may be written or printed.

48.8 All notices sent by post outside Australia must be sent by prepaid airmail post.

49. PERSONS ENTITLED TO NOTICE

49.1 Notice of every general meeting must be given to:

- (a) every Member;
- (b) every Director and Alternate Director; and
- (c) any Auditor.

49.2 No other person is entitled to receive notice of a general meeting.

AUDIT AND ACCOUNTS

50. AUDIT AND ACCOUNTS

- 50.1** The Directors must cause the Company to keep written financial records in relation to the business of the Company in accordance with the requirements of the *Corporations Act 2001*.
- 50.2** The Directors must cause the financial records of the Company to be audited in accordance with the requirements of the *Corporations Act 2001*.

WINDING UP

51. WINDING UP

51.1 If the Company is wound up:

- (a) each Member; and
- (b) each person who has ceased to be a Member in the preceding year,

undertakes to contribute to the property of the Company for the:

- (c) payment of debts and liabilities of the Company (in relation to clause 51.1(b), contracted before the person ceased to be a Member) and payment of costs, charges and expenses of winding up; and
- (d) adjustment of the rights of the contributories amongst themselves,

such amount as may be required, not exceeding ten dollars (\$10.00).

51.2 If any surplus remains following the winding up of the Company, the surplus will not be paid to or distributed amongst Members, but will be given or transferred to another body corporate which, by its constitution, is:

- (a) required to pursue only objects similar to those of the Company;
- (b) required to apply its profits (if any) or other income in promoting its objects; and
- (c) prohibited from making any distribution to its members or paying fees to its directors,

such body corporate to be determined by the Members at or before the winding up and in default, by application to the Supreme Court for determination.

INDEMNITY AND INSURANCE

52. INDEMNITY AND INSURANCE

- 52.1** To the extent permitted by law and subject to the restrictions in section 199A of the *Corporations Act 2001*, the Company indemnifies every person who is or has been an officer of the Company against:

- (a) any liability (other than for legal costs) incurred by that person as such an officer of the Company (including liabilities incurred by the officer as an officer of a subsidiary of the Company where the Company requested the officer to accept that appointment); and
- (b) any reasonable legal costs incurred in defending an action for a liability incurred by that person as such an officer of the Company (including such legal costs incurred by the officer as an officer of a subsidiary of the Company where the Company requested the officer to accept that appointment).

52.2 To the extent permitted by law and subject to the restrictions in section 199B of the *Corporations Act 2001*, the Company may, at the discretion of the Directors, pay or agree to pay a premium in respect of a contract insuring a person who is or who has held office as a Director, agent, Auditor, employee, Secretary or other officer of the Company against:

- (a) any liability incurred by such person as a Director, agent, Auditor, employee, Secretary or other officer of the Company; and
- (b) any liability for costs and expenses incurred by such person in defending proceedings, whether civil or criminal and whatever their outcome, arising out of his or her role as a Director, agent, Auditor, employee, Secretary or other officer of the Company.

52.3 The amount of any indemnity payable under this clause 52 will include an additional amount ('GST Amount') equal to any GST payable by the officer being indemnified ('Indemnified Officer') in connection with the indemnity (less the amount of input tax credit claimable by the Indemnified Officer in connection with the indemnity). Payment of any indemnity which includes a GST Amount is conditional upon the Indemnified Officer providing the Company with a GST tax invoice for the GST Amount.

52.4 For the purposes of this clause 52, 'officer' means:

- (a) a Director; or
- (b) a Secretary.

PATRON

53. PATRON

53.1 The Directors may invite an eminent person to be the patron of the Company for such period and upon such conditions as the Directors may think fit.

MODIFICATION OR REPEAL OF CONSTITUTION

54. MODIFICATION OR REPEAL OF CONSTITUTION

54.1 This Constitution may only be modified or repealed by a resolution of Members passed by at least 75% of the total votes cast.

EXCLUSION OF REPLACEABLE RULES

55. EXCLUSION OF REPLACEABLE RULE

55.1 The replaceable rule referred to in Part 2D.3, section 201H of the *Corporations Act 2001* is hereby excluded and shall not apply to the Company.