
Constitution

Women in Earth and Environmental Sciences Australasia Limited

A Company limited by Guarantee and not having a Share Capital

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Constitution of Women in Earth and Environmental Sciences Australasia Limited

1. Preliminary

Name of the Company

1.1. The name of the Women in Earth and Environmental Sciences Australasia.

Status of the Constitution

1.2. This is the Constitution of the Company.

Replaceable Rules

1.3. This Constitution displaces the Replaceable Rules; accordingly, none of the Replaceable Rules apply.

Constitution subject to the Act

1.4. This Constitution is subject to the Act and where there is any inconsistency between a clause and the Act, the Act prevails to the extent of the inconsistency.

2. Interpretation

2.1. Definitions

In this Constitution, unless the context otherwise requires:

Act	The Corporations Act 2001
Affiliate Members	means any partnership, corporation or organisation that accepts criteria for membership under clause 5.3.
Assistant Secretary	Any person so appointed by the Board under clause 7.3.

Audit Committee	The audit committee as appointed by the Board pursuant to clause 9.10.
Board	Directors acting as a board of directors.
Branch	A sub-group of the Company furthering the Objectives of the Company in another geographical location.
Branch Committee	A committee responsible for the management of a Branch elected by its Members.
Chairman	The Chairman of the Board, who as at the date of formation of the Company is Associate Professor Heather Handley.
Committee	A committee appointed by the Board.
Company	Women in Earth and Environmental Sciences Australasia Limited
Constitution	The constitution for the time being of the Company as constituted by this document and any resolutions of the Company modifying this document.
Director	A person who is a director for the time being of the Company. Directors means more than one Director. In relation to rules applying to meetings of the Boards, including voting by Directors and material personal interests, references to Directors includes alternates.
Executive Officer	means the person appointed by the Board by Resolution pursuant to clause 8.1.
Financial Year	As per the Act.
Fund	Any money that is set aside in agreement of the Board for a particular purpose or that is accessible for the

satisfaction of debts or claims.

**Fund Raising
Committee**

the committee as appointed by the Board.

Law

Means:

- (a) Any statute, regulation, rule, by-law, ordinance, proclamation, judgement, treaty, decree, convention, rule or principle of common law or equity, rule of any applicable stock exchange, or requirement or approval (including any Government Agency);
- (b) any regulation, rule, by-law, ordinance, proclamation or judgement made under that law; and
- (c) the law as amended, consolidated, supplemented, re-enacted or replaced.

Managing Director

Any person appointed for the time being as managing director for the Company.

Member

A person who is granted membership in the Company and registered in the Members' Register. [This includes Ordinary Members and Affiliate Members].

Members' Register

The register of the Members to be kept in accordance with the Act.

Objectives

The objectives of the Company as set out in clause 3.1.

Ordinary Members

An individual who accepts criteria for membership under clause 5.3.

Replaceable Rules

The provisions of the Act which would but for the Constitution apply as replaceable rules under section 141 of the Act.

Resolution	A resolution other than a Special Resolution.
Seal	The common seal for the time being of the Company.
Secretary	Any person appointed for the time being as, or to perform the functions of, secretary of the Company.
Special Resolution	A resolution that has been passed by at least 75% of the votes cast by the Board.
Strategic Planning Committee	The committee as appointed by the Board.
Vice-Chairman	A Vice-Chairman of the Board, as appointed by the Board from time to time.

2.2. Interpretation

In this Constitution:

- (a) the words ‘including’, ‘include’ and ‘includes’ are to be construed without limitation;
- (b) a reference to legislation is to be construed as a reference to that legislation, any subordinate legislation under it, and that legislation and subordinate legislation as amended, re-enacted or replaces for the time being;
- (c) a reference to a ‘person’ includes a corporate representative appointed by the Board and pursuant to the Act;
- (d) singular includes the plural and vice versa;
- (e) words denoting any gender shall include all genders;
- (f) headings are used for convenience only and are not intended to affect the interpretation of this Constitution; and
- (g) a word or expression defined in the Act and used, but not defined, in this Constitution has the same meaning given to it in the Act.

3. Objectives of the Company

- 3.1. The Objectives of the Company are to operate as a non-profit organisation and, in particular, to:
- (a) promote gender equity in earth and environmental sciences and related fields across all industries in the Australasian region;
 - (b) provide a forum for the exchange of ideas and knowledge in achieving gender equity in earth and environmental sciences and related fields;
 - (c) contribute to international, national, state and local debates on gender equity in earth and environmental sciences and related fields, so as to foster rational, open decision-making in order to achieve equity and progress within the fields;
 - (d) improve public, government and industry understanding of gender equity issues in earth and environmental sciences and related fields;
 - (e) foster a culture of equal opportunities for all genders in earth and environmental sciences and related fields;
 - (f) facilitate innovative methods of performing role functions and attending conferences and events in the earth and environmental sciences and related fields;
 - (g) serve as a link between various Australasian organisations and individuals with interests in achieving and striving towards gender equity in earth and environmental sciences and the related fields; and
 - (h) do all things necessary for and incidental to the advancement of those objectives.
- 3.2. Clauses 3.1(a) – (h) do not limit the legal capacity and powers of the Company, as set out in section 124 of the Act.
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4. Income and Property

- 4.1. The income and property of the Company wherever derived shall be applied solely towards the promotion of the objects of the Company as set out in this

Constitution and no position shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise to Members of the Company.

- 4.2. The assets and income of the Company shall be applied solely in furtherance of the Objectives and no portion shall be distributed directly or indirectly to the Members of the Company except as bona fide compensation for services rendered or expenses incurred on behalf of the Company.

5. Membership

Categories of membership

- 5.1. The Company will consist of:
- (a) Ordinary Members; and
 - (b) Affiliate Members.

Application for membership

- 5.2. A person may apply for membership in such form as the Board may from time to time prescribe.

Admission to membership

- 5.3. Every applicant for membership must:
- (a) be an individual, partnership, corporation or organisation that:
 - i. is interested in and agrees to support the Objectives of the Company;
 - ii. agrees to abide by this Constitution as amended from time to time; and
 - iii. meets any additional criteria established for membership in the Company as may be adopted by the Board and approved by the Members from time to time;
 - (b) sign an application for membership in such form as may from time to time be prescribed by the Company; and

- (c) undertake, as a condition of admission, to pay to the Company such Entrance Fee (if any) and Annual Subscription as may from time to time be payable to the Company in accordance with this Constitution.
- 5.4. Admission of a new Ordinary or Affiliate Member requires the consent of the Board, unless that function is delegated to a State Branch of the Company by the Board.
- 5.5. At the next meeting of the Board after the receipt of any application for membership, that application shall be considered by the Board, which shall thereupon determine upon the admission or rejection of the applicant. In no case shall the Board be required to give any reason for the rejection or admission of an applicant.
- 5.6. Upon consent of the Board by Resolution, the applicant shall become a Member of the Company.
- 5.7. The Entrance Fee (if any) and Annual Subscriptions payable by Members shall be as prescribed from time to time at the discretion of the Board. The Board, in its absolute discretion, may determine that different fees will apply to different categories of membership.
- 5.8. All Annual Subscriptions (if any) shall become due and payable in advance on 30 April in every year.
- 5.9. The Board may, if hardship or other sufficient cause is shown, reduce or remit the Entrance Fee or Annual Subscription payable by a Member.
- 5.10. The Secretary must enter in the Members' Register the name and area of interest of any person admitted as a Member along with their contact information which must be kept securely. The Secretary must also assign the Member to a Branch (and Sub-Branch as appropriate) of the Company and record in the Members' Register the Branch and Sub-Branch to which that Member has been assigned.

Rights and privileges of membership

- 5.11. Without limiting any other rights conferred on Members, Members have the right to receive notice of, attend and vote at any general meeting of the Company.

Cessation of membership

- 5.12. A right, privilege or obligation which a person has by reason of being a Member of the Company:
- (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates upon cessation of the person's membership.
- 5.13. If the subscription of a Member remains unpaid for a period of two calendar months after it becomes due, then the Member may, after notice of the default has been sent to them by the Secretary, be debarred by Resolution of the Board from all privileges of membership.
- 5.14. The Board may reinstate the Member on payment of all arrears if the Board thinks fit to do so.
- 5.15. A Member may at any time, by giving notice in writing to the Secretary, resign their membership of the Company, but shall continue to be liable for any annual subscription and all arrears due and unpaid as at the date of their resignation and for all other moneys due by them to the Company and in addition for any sum not exceeding \$20 for which they are liable as a Member of the Company under clause 5.7.

Disciplining of Members

- 5.16. The Board may by Resolution cancel the membership of a Member if in the Board's opinion that Member has wilfully refused or neglected to comply with the provisions of this Constitution or is guilty of conduct which in the opinion of the Board is prejudicial to the interests of the Company.
- 5.17. A Resolution of the Board made under clause 5.16 will have no effect, and a person's membership must be reinstated immediately, if within 14 days of the Resolution being passed a unanimous resolution of all Members is passed reversing the Board's Resolution.
- 5.18. The Board shall also have the power by Resolution to censure a Member, or suspend a Member's membership rights (including their voting rights) for up to 3 months.

Liability of Members limited

5.19. The liability of the Members of the Company is limited.

Guarantee by Members

5.20. Every Member of the Company undertakes to contribute to the property of the Company, in the event of the Company being wound up while the Member is a member or within one year after the Member ceases to be a member, for payment of the debts and liabilities of the Company contracted before the Member ceases to be a member and of the costs, charges and expenses of winding up and for adjustment of rights of the contributors among themselves, such amount as may be required, not exceeding \$20.

Privacy

5.21. The Company may store details pertaining to members for the purposes of communication and reporting. The privacy of such details is subject to the *Australian Privacy Act 1988* and the *European Union General Data Protection Regulation* as appropriate.

6. Organisation

Branch Structure and Responsibilities

- 6.1. The Board may create, divide, consolidate and terminate Branches of the Company.
- 6.2. The Board will terminate a Branch only after all reasonable endeavours have been made to ensure the continued and viable operation of the Branch have failed.
- 6.3. Branches shall have the right to adopt their own procedures and practices subject to the approval of the Board. To the extent such procedures and practices conflict with this Constitution they will be of no effect.
- 6.4. Each Branch must submit a report on activities, including financial statement in a form approved by the Board no less than once per financial year.

- 6.5. Each Branch must provide the Board copies of minutes and financial statements following each meeting of the Branch.
 - 6.6. Branches are not limited geographically but must not conflict with one another. Branch establishment is subject to approval of the Board.
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7. Corporate Officers

Secretary

- 7.1. A Secretary of the Company must be appointed by the Directors in accordance with the Act.
- 7.2. If one or more Secretaries of the Company are appointed at least one of them must be ordinarily resident in Australia.
- 7.3. The Directors may also appoint an acting secretary and Assistant Secretaries.
- 7.4. Any appointment of a Secretary, acting secretary, or Assistant Secretaries may be for such term, at such remuneration and on such conditions as the Directors think fit and any person so appointment may be removed by the Directors.
- 7.5. The Secretary must maintain all Company records, including those pertaining to meetings of the Board and is responsible for all reporting requirements of the Company other than those pertaining to finances.
- 7.6. The Secretary must make available and circulate minutes and record all Resolutions and proceedings of the Board and report to the Board on the outcome of Resolutions unless delegated by the Board to the Executive Officer.
- 7.7. The Secretary must notify members of the Board in writing not less than 14 days in advance of any Board meeting and will, at that time, provide the minutes of the previous Board meeting and the agenda for the coming Board meeting.

Treasurer

- 7.8. The Treasurer of the Company shall have the following responsibilities:
- (a) Maintain a record of all Company finances;
 - (b) Prepare and submit an annual budget to the Board (in consultation with the Executive Officer, if any); and
 - (c) All financial reporting requirements of the Company.

Communications Officer

- 7.9. The Communications Officer of the Company shall have the following responsibilities:
- (a) Develop and implement the Company's communication plan (in consultation with the Executive Officer and other staff, if any);
 - (b) Chair/convene meetings of Members involved in the communication of the Company's Objectives;
 - (c) Perform the role of spokesperson for the Company's, on delegation from the Chairman;
 - (d) Be an ex-officio member of each Branch committee (with the power to delegate that ex-officio membership to another member who is otherwise not a member of that committee).
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8. Executive Officer

Appointment of Executive Officer

- 8.1. The Directors may annually appoint a person to the office of Executive Officer.
- 8.2. Executive Officer is eligible for re-appointment.

Remuneration of the Executive Officer

- 8.3. The Executive Officer will, subject to the terms of any particular agreement entered into, receive salary as the Directors may determine.

Directors may confer powers on the Executive Officer

- 8.4. The Directors may grant the Executive Officer any of the powers exercisable by the Directors on such terms and conditions and with such restrictions as they see fit. Any powers so conferred may be concurrent with or to the exclusion of their own powers. The Directors may at any time revoke, withdraw, alter or vary all or any of those powers.
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9. Directors

- 9.1. The number of Directors must not be less than 6 and nor more than 12.

Residence of Directors

- 9.2. At least 4 of the Directors must be ordinarily resident within Australia.

Consent

- 9.3. Before being appointed as a Director a person must give the Company a signed consent to act as Director, which must be retained by the Company.

Appointment of Directors

- 9.4. The appointment or reappointment of Directors will be made at the general meeting of the Board.
- 9.5. The Board shall consist of the Chairman, at least one Vice Chairman, one Secretary, one Treasurer, and one Communications Officer.

Chairman of the Board

- 9.6. The Directors must appoint a person to be the Chairman. The Chairman shall have primary responsibility for the organisation and development of the Board; shall preside at meetings of the Board, or at any committees of the Board if agreed by the Board; shall normally be the spokesperson of the Company unless otherwise delegated. The Chairman shall perform such other duties as may be prescribed from time to time by the Board and such as are necessary to fulfil the Objectives of the Company.

Vice Chairman

- 9.7. The Directors must appoint one person (any may appoint an additional person) as Vice Chairman. In the absence of the Chairman or in the event of his/her inability or refusal to act, the Vice Chairman (or if applicable, one of the Vice Chairmen) shall perform the duties of the Chairman, and when so acting, shall have all powers of and be subject to all the restrictions upon the Chairman. The Vice Chairman (or Vice Chairmen) shall perform such other duties as from time to time may be assigned by the Chairman or by the Board.

Casual Vacancies

- 9.8. The Directors have the power at any time to appoint a person qualified as a Director to fill a casual vacancy because of death, resignation, removal, disqualification, or otherwise. Casual appointees will hold office until the next appointment of Directors is made.

Qualification for appointment as Director

- 9.9. Directors must be persons having a demonstrated commitment in relation to the Objectives.

Auditor cannot be Director

- 9.10. Subject to the Act, an auditor of the Company or Partner or employee or employer of an auditor cannot be appointed by a Director of the Company.

Alternate Directors

- 9.11. Subject to the Act, a Director may by notice appoint any person to act as an Alternate Director in the Director's place during any period the Director thinks fit and for whom the Director has obtained the prior consent of the Board.
- 9.12. Any Alternate Director:
- (a) may be removed or suspended from office by notice to the Company from the Director who appointed the Alternate Director;
 - (b) is entitled to receive notice of meetings of the Board, to attend meetings (if the Director who appointed the Alternate Director is not present) and to be counted towards a quorum at meetings;

- (c) is entitled to vote at meetings he/she attends on all resolutions on which the appointor could vote had he/she attended and, where the alternate is a Director in the alternate's own right, will have a separate vote on behalf of the Director this alternative is representing in addition to the alternate's own vote;
- (d) may exercise any powers that the appointer may exercise in the alternate's own right where the appointer is unavailable for any reason except the power to appoint an Alternate Director. The action of an Alternate Director will be conclusive evidence as against third parties of the unavailability of the appointor;
- (e) will automatically vacate office if the Director who appointed the alternate is removed or otherwise ceases to hold office for any reason;
- (f) while acting as Director is responsible to the Company for the alternate's own acts and defaults and will not be deemed to be the agent of the appointer;
- (g) will not be entitled to receive any remuneration from the Company but will be entitled to reimbursement for reasonable expenses incurred by the alternate in attending meetings of the Board or otherwise on the Company's business;
- (h) will not be taken into account in determining the number of Directors for the purposes of this Constitution; and
- (i) may act as an alternate for more than one Director.

10. Directors' tenure of office

Directors' tenure of office

- 10.1. Subject to the Act, each Director will hold office until removed in accordance with this Constitution or until the Director's office is vacated in accordance with this Constitution.

- 10.2. Four years after the first appointment, and thereafter at each second annual general meeting, the office of three Directors must be vacated (in addition to any casual appointments terminated).

Retiring director eligible for re-appointment

- 10.3. A Director who retires or whose office is vacated under this Constitution is eligible for re-appointment to the Board.

Removal of Director by the Company

- 10.4. The Board may by Resolution of two-thirds majority remove any Director at any time.

Vacation of Office

- 10.5. The office of a Director will automatically be vacated if the Director:
- (a) commits an act of bankruptcy or enters into an arrangement or composition with all or a substantial number of his or her creditors;
 - (b) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under laws relating to mental health;
 - (c) resigns office by notice in writing to the Company; or
 - (d) vacates office or is prohibited from being a Director in accordance with any provisions or any order made under the Act.
- 10.6. A Director whose office is vacated under sub-clauses (a), (b), (c), or (d) will not be eligible for re-election until the disability (or disabilities) referred to is (or are) removed.
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11. Directors' Remuneration

Remuneration of non-executive Directors

- 11.1. There will be no remuneration for services rendered as Directors (excluding any remuneration payable to any Director under any executive service contract with the Company or a related body company).
- 11.2. The Company in general meeting may determine a stipend for Directors.

Expenses of Directors

- 11.3. The Directors may be paid for all travelling and other expenses incurred by them in attending and returning from meetings of Directors, any Committee of the Directors or any general meetings of the Company or otherwise in connection with the business of the Company, as permitted by the Company in general meeting.
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12. Proceedings of Directors

Power of Directors

- 12.1. Subject to the Act and this Constitution, the business of the Company will be managed by the Directors, who may have paid the Company all expenses incurred in promoting and forming the Company and may exercise all powers of the Company that are not, by the Act or by this Constitution, required to be exercised by the Company in general meeting.

Powers to borrow or raise money

- 12.2. Without limiting clause 12.1, the Directors may from time to time borrow or raise any sum or sums of money or incur other financial obligations for the purposes of the Company and may give or take security over the repayment of such sum or sums or the payment, performance or fulfilment of any debts, liabilities, contracts or obligations incurred or undertaken by the Company on terms and conditions as they determine.

Security over Company's assets

- 12.3. Subject to the Act, if any Director or any other person becomes personally liable (whether as surety or otherwise) for the performance of any of the Company's obligations, the Directors may, despite their interest, execute of cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by the way of indemnity to secure the liability.

Board meetings and quorum for Board meetings

- 12.4. Directors may meet for the dispatch of business and adjourn and otherwise regulate their meetings as they see fit, but must meet at least once in every three-month period.
- 12.5. The quorum will be 4 Directors. If the number of Directors falls below 4, the remaining Directors will form a quorum to act for the sole purpose of filling the casual vacancy or vacancies.
- 12.6. If a quorum is present at the beginning of the meeting, it is deemed to be present throughout the meeting even if a Director leaves during the meeting, or is absent from voting, for any reason.

Conduct of Board meetings

- 12.7. A Directors' meeting may be called or held by telephone or by using any other technology consented to by all the Directors.
- 12.8. The consent may be a standing one and may only be varied or withdrawn by a further ordinary Resolution of Directors.

Convening of Board meeting and place of meeting

- 12.9. The Board must meet whenever a non-scheduled meeting is called by the Chairman or at least two Directors provided that not less than three days-notice has been given to other Directors.

Responsibilities of the Board

- 12.10. The Board is responsible for, and has the sole power in respect of, the policy, practices, overall management and operation of the Company and may delegate any such responsibilities to the Chair, an Executive Officer, or its Committees or otherwise as it may determine.
- 12.11. Without limiting clause 12.10, the specific responsibilities of the Board include the following:
 - (a) setting strategies and corporate goals;
 - (b) setting policies governing the operation of the Company;
 - (c) establishing a program of activities to be reviewed biannually;

- (d) consider and act upon recommendations from committees and branches;
- (e) appoint, supervise and if necessary remove the Executive Officer (if any) and establish the remuneration of the Executive Officer;
- (f) set guidelines for the admission of new Directors and Board members;
- (g) set guidelines for making of public announcements by the Company and its Branches;
- (h) ensure the Company is managed in a financially responsible and prudent manner to best achieve the Objectives;
- (i) establish committees, and delegate powers to committees, to pursue the Objectives of the Company from time to time. The Board will have the power to determine membership of committees and to approve their terms of reference; and
- (j) convene an annual meeting of the Board for purposes of statutory reporting using appropriate telecommunications as necessary.

Board meeting competent to exercise all powers

12.12. A meeting of the Directors at which a quorum is present may exercise all or any of the powers and discretions vested in or exercisable by the Directors generally.

Resolution passed deemed to be determination of Board

12.13. Any Resolution properly passed at a duly convened meeting of the Board at which a quorum is present will be deemed to be a determination by all the Directors of the Board for the purposes of this Constitution.

Questions to be decided by majority

12.14. Questions arising at any meeting will be decided by a majority of votes of Directors present and entitled to vote.

Resolution in writing

12.15. A Resolution in Writing of which notice has been given to all Directors entitled to receive notice of a Meeting of the Board, and which is signed by a majority of Board Members entitled to attend and vote at meetings of the Board, is valid as if passed at Meeting of the Board duly convened and held.

- 12.16. Copies of the proposed Resolution may be distributed for signing by difference Directors, but each copy must have identical wording.
- 12.17. The Resolution is deemed to have passed when the last Director signs the document.

Committee powers and meetings

12.18. Pursuant to clause 9.11:

- (a) The Directors may delegate any of their powers to a Committee of Directors and officers, and may revoke any such delegation.
- (b) Any Committee must exercise the powers delegated to it in accordance with any directions of the Board.
- (c) The meeting and proceedings of any Committee consisting of two or more Directors or officers will be governed by the provisions of this Constitution regulating the meetings and proceedings of the Directors in so far as they are applicable and are not superseded by any direction made by the Board under this clause.
- (d) If not formally appointed to a Committee, the Chairman will be entitled to attend meetings of each Committee and an ex-officio member.
- (e) Subject to paragraphs (a) – (d) above:
 - i. the Board shall appoint an Audit Committee, which shall consist of the Secretary and at least two and up to three other Directors. The Audit Committee shall:
 - A. oversee the financial management of the Company;
 - B. liaise with the Auditors;
 - C. oversee and prepare financial statements on behalf of the Board; and
 - D. report to the Board on a regular basis regarding the financial status of the Company;
 - ii. the Board may appoint a Strategic Planning Committee, which shall consist of the Secretary and at least two and up to three other Directors. The Strategic Planning Committee shall:
 - A. provide input to the Board into the strategic plans of management of the Company;

- B. allocate resources appropriately to ensure the success of any projects of the Company;
 - C. evaluate the outcomes of strategies understand by the Company; and
 - D. report to the Board on a regular basis on key strategic initiatives taken or to be taken by the Company.
- (f) Vacancies in the membership of any Committee may be filled by appointments made in the same manner as provided in the case of the original appointments.
- (g) Each Committee may adopt rules for its own government not inconsistent with this Constitution or with rules adopted by the Board.

Validity of acts of Directors

- 12.19. All acts done by any meeting of the Directors or by a Committee or by any person acting as a Director are valid even it is afterwards discovered that there was some defect in the appointment or election of any Director or that any Director was disqualified or had vacated office or was otherwise not entitled to vote or act.
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13. Indemnity or Insurance

Indemnification of officers of the Company

- 13.1. To the extent permitted by law:
- (a) the Company must indemnify each Director and other officers of the Company against any liability (other than legal cost) incurred in acting as a Director or officer of the Company other than:
 - i. a liability owed to the Company or a Related Body Corporate;
 - ii. a liability for a pecuniary penalty under section 1317G or a compensation order under section 1317H of the Act; or
 - iii. a liability that did not arise out of conduct in good faith;
 - (b) the Company must indemnify each Director and other officer of the Company for costs and expenses incurred by a Director or officer of the

Company in defending an action for a liability incurred in acting as a Director or officer of the Company except for legal costs incurred:

- i. in defending or resisting any proceedings, whether civil or criminal, in which the Director or officer is found to have a liability for which they could not be indemnified under subclause (a) above;
 - ii. in defending or resisting criminal proceedings in which the Director or officer is found guilty;
 - iii. in defending or resisting proceedings brought by the Government, its agencies or by a liquidator for a court order if the grounds for making the order are found by the court to have been established, except for the costs incurred in responding to actions taken by the Government, its agencies or a liquidator as part of an investigation before commencing proceedings for the court order; or
 - iv. in connection with proceedings for relief to the Director or other officer under the Act in which the relief is denied by the court; and
- (c) the Company may make a payment, or agree to make a payment, whether by way of advance, loan or otherwise, for any legal costs incurred by a Director or officer, on the condition that the Director or officer must repay the amount paid by the Company to the extent that the Company is ultimately found not liable to indemnify the Director or officer for those legal costs.

Insurance

- 13.2. To the extent permitted by the Act the Company may pay, or agree to pay, a premium in respect of a contract insuring a person who is or has been a Director or other officer of the Company other than a liability arising out of:
- (a) conduct involving wilful breach of duty in relation to the Company; or
 - (b) a contravention of section 182 or 183 of the Act.
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14. General Meetings

Annual general meetings

- 14.1. Subject to the Act, a general meeting of the Company called the annual general meeting must be held at least once in every calendar year and no later than five months after the end of the financial year of the Company.
- 14.2. All other meetings of the Members of the Company will be called general meetings and may be convened at any time in accordance with the requirements of the Act.

Convening of general meetings

- 14.3. In relation to the convening of general meetings:
- (a) the Board may convene general meetings to be held at any place and manner the Directors think fit;
 - (b) a general meeting must be convened by the Directors as soon as practicable following a requisition of Members in the manner provided for by the Act.

Notice of general meetings

- 14.4. Subject to the Act, at least 21 days-notice of every general meeting must be given in the manner provided by this Constitution to the Members entitled to attend, and the persons entitled under this Constitution to receive notices.
- 14.5. Except as permitted by the Act, at least 21 days-notice of every general meeting at which it is proposed to pass a Special Resolution must be given in the manner provided by this Constitution to the Members entitled to attend, and the persons entitled under this Constitution to receive notices.

Contents of notice of general meetings

- 14.6. Every notice convening a general meeting must:
- (a) set out the place, date and time for the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this); set out the rights of and requirements for a Member to appoint a proxy;

- (b) be accompanied by an instrument of proxy in the form which complies with the Act and this Constitution, or in any other form as the Directors may from time prescribe or accept; and
- (c) otherwise comply with section 249L of the Act.

Omission to give notice

- 14.7. Except as prescribed by the Act, the accidental omission to give notice of a meeting to any Member or the non-receipt of notice of a meeting by any Member will not invalidate any of the proceedings at that meetings.
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15. Proceedings at the General Meeting

How Members may participate

- 15.1. A Member may attend an annual general meeting or general meeting at which it is entitled to be present, and is deemed to be present, in any of the following ways:
- (a) in person;
 - (b) by attorney;
 - (c) by proxy;
 - (d) in the case of an Affiliate Member that is a body corporate, by a representative appoint by section 250D of the Act.

Representatives of Bodies Corporate

- 15.2. Where:
- (a) A person present at a meeting is authorised to act as the representative of a body corporate at the meeting under an authority given by the body corporate under Section 250D of the Act;
 - (b) The person is not otherwise entitled to be present at the meeting, the body corporate will, for the purposes of this Constitution, be deemed to be present in person at the meeting.

Business at annual general meeting

15.3. The business of an annual general meeting will be:

- (a) to receive and consider the profit and loss account and balance sheet of the Company;
- (b) to receive and consider the reports of the Directors and the statements of the Directors;
- (c) to receive and consider the reports of the auditors;
- (d) to appoint Directors in place of any retiring Director or any Director whose office may be vacated; and
- (e) to transact any other business which may be properly brought before the meeting.

Quorum for general meeting

15.4. No business will be transacted at any general meeting unless a quorum is present at the beginning of the meeting. A quorum is constituted by at least ten Members present, in person or by attorney or proxy.

No quorum

- 15.5. If a quorum is not present within thirty minutes after the time appointed for the meeting, any meeting convened on a requisition of Members will be dissolved.
- 15.6. Any other meetings at which quorum is not present within thirty minutes after the time appointed for the meeting will be adjourned to the same day in the next week at the same time and place, or to such other day, time and place as the Directors may appoint by notice to the Members entitled to attend.
- 15.7. If at the adjourned meeting a quorum is not present within thirty minutes after the time appointed for the meeting, the meeting will be dissolved.

Chairman of general meeting

- 15.8. The Chairman or, in the Chairman's absence, a Vice Chairman is entitled to take the chair at every general meeting.
- 15.9. If there is no Chairman or any Vice Chairman or if at any meeting the Chairman or any Vice Chairman is not present within fifteen minutes after

the time appointed for holding the meeting or if the Chairman or any Vice Chairman is unwilling to act, the Directors present may choose a Chairman.

15.10. If the Directors do not choose a Chairman, the Members present must choose one of the Directors to be Chairman.

15.11. If no Directors are present or willing to take the chair, the Members must choose someone to be Chairman.

Powers of the Chairman

15.12. At any general meeting a declaration by the Chairman that a Resolution or Special Resolution has been carried or carried by a particular majority or not carried and a recording of that declaration in the minute book will be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against that Resolution or Special Resolution.

Adjournment of general meeting

15.13. The Chairman of a General Meeting may, with the consent of the meeting, adjourn the meeting from the time to time and from the place to place, but only business left unfinished at the original meeting may be transacted at the recommencement of that adjourned meeting.

Notice of adjourned meeting

15.14. If any General Meeting is adjourned for more than 21 days, a notice of the adjournment must be given to the Members of the Company entitled to attend, in the same manner as notice was or ought to have been given of the original meeting. In the case of all other adjournments, it is not necessary to give notice of an adjournment or of the business to be transacted at the recommencement of any adjourned meeting.

16. Voting

Resolution determined by majority

- 16.1. At a General Meeting or Annual General Meeting, unless otherwise required by this Constitution or the Act:
- (a) all questions submitted to the meeting will be decided by a simple majority of votes.
 - (b) in the first instance, voting will be on a show of hands (or similarly appropriate method). A poll may be demanded on any question before the close of the meeting by the Chairman, any Member, or their proxy, attorney or representative.
 - (c) the Chairman must decide in each case the manner in which a poll will be taken, and the result of the poll will be the Resolution of the meeting at which the poll was demanded.
 - (d) a poll demanded on the election of the Chairman or on a question of adjournment will be taken immediately.
 - (e) any dispute relating to the admission or rejection of a vote must be determined by the Chairman and the Chairman's determination made in good faith will be final and conclusive.
 - (f) the demand for a poll may be withdrawn.

Votes

- 16.2. On a show of hands or poll every person present as a Member and entitled to vote, or as a representatives, proxy or attorney of a Member and entitled to vote, will have one vote.
- 16.3. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
- 16.4. A Member may vote in person or by proxy.
- 16.5. A Member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health may vote, whether on a show of hands or on a poll, by his or her committee or trustee

or by such other person as properly has the management of his/her estate, and any such committee, trustee or other person may vote by proxy.

Attorney of Members

- 16.6. Any Member may appoint an attorney to act on their behalf at all meetings of the Company or all meetings of the Company during a specified period.
 - 16.7. Before the first meeting at which the attorney acts on the Member's behalf, a power of attorney must be deposited at the Company's registered office or at any place specified in the notice convening that meeting.
 - 16.8. At the first meeting and at any subsequent meeting to which the power of attorney may relate, the attorney must hand to the Chairman of the meeting a properly executed declaration of non-revocation of the power of attorney.
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17. Proxies

Instruments appointing proxy

- 17.1. The instrument appointing a proxy must be in writing signed by the appointor or by the appointor's attorney properly authorised in writing.

Deposit of proxy with Company

- 17.2. The instrument appointing a proxy, and the original power of attorney (if any) under which it is signed or certified, must be received by the Company at least 48 hours before the time for holding the meeting by delivery to the Company's registered office, or otherwise by any other means permissible under section 250B(3) of the Act.
- 17.3. An instrument appointing a proxy will only be valid for 12 months from the date of its execution unless it states that it is valid for all meetings until revoked, except that any expired instrument may be used upon the recommencement of an adjourned meeting for which that instrument was originally intended.

Validity of vote given in accordance with proxy

- 17.4. Unless the Company has received written notice of the matter before the start of the meeting at which a proxy or an attorney votes, a vote cast by the proxy or attorney will be valid even if, before the proxy or attorney voted:
- (a) the Member dies; or
 - (b) the Member is mentally incapacitated; or
 - (c) the Member revokes the proxy's or attorney's appointment; or
 - (d) the Member revokes the authority under which the proxy was appointed by the third party.

Form of proxy

- 17.5. Every instrument of proxy must specify the Member's name and address, the Company's name, the proxy's name or the name of the office held by the proxy and the meetings at which the proxy may be used, and must otherwise comply with the Act.
- 17.6. The instrument of proxy may be worded so that a proxy is directed to vote either for or against each of the Resolutions to be proposed.
- 17.7. Any instrument of proxy deposited in accordance with this Constitution in which the name of the appointee is not specified will be deemed to be given in favour of the Chairperson of the meeting to which it relates.

Resolution without meetings

- 17.8. Any Resolution, other than a Resolution to remove an auditor, may be passed without a general meeting being held, if all the Members entitled to vote on the Resolution (or being corporations, their duly authorised representatives or attorneys) sign a statement that they are in favour of a Resolution set out in the document.
- 17.9. Identical copies of the documented Resolution and accompanying information may be distributed for signing by different Members.
- 17.10. The Resolution is passed when the last Member signs the documented Resolution.

18. Minutes and Registers to be Kept

Minutes

- 18.1. The Directors must ensure minutes of Directors meetings are prepared within one month of the relevant meeting. The minutes must contain details of:
- (a) the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
 - (b) all declarations made or notices given by any Director (either generally or specially) of his or her interest in any contract or proposed contract or of her holding of any office or property whereby any conflict of duty or interest may arise;
 - (c) all orders made by the Directors and committee of Directors;
 - (d) all Resolutions and proceedings of general meetings of the Company, meetings of the Directors and meetings of any committee of the Directors; and
 - (e) Resolutions passed by Members or Directors without a meeting.
- 18.2. Any minutes of any general meeting of the Company, meeting of the Directors or meetings of any committee of the Directors must be signed by the Chairman of the meeting or by the Chairman of the next succeeding meeting and once signed will constitute evidence of the matters stated in the minutes.
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19. Attorneys

Appointment of attorney

- 19.1. The Directors may at any time by power of attorney signed in accordance with Act appoint any person or persons to be the attorney or the attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors

under this Constitution) and for such period and subject to such conditions as the Directors think fit.

- 19.2. Any appointment may be made in favour of any company or the members, directors, nominees or managers of any company or firm or in favour of any fluctuating body of persons (whether nominated by the Directors or otherwise) and any power of attorney may contain provisions for the protection or convenience of the attorney or attorneys and of persons dealing with the attorney or attorneys.

Sub-delegation of powers

- 19.3. Any delegate, manager, agent or attorney appointed by the Directors may be authorised by the Directors to sub-delegate all or any of the powers, authorities and discretions given to them.
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20. Negotiable Instruments

- 20.1. All cheques, bills of exchange, promissory notes and other negotiable instruments must be signed, drawn, accepted, made or endorsed (as the case may be) for and on behalf of the Company by such persons and in such manner as the Directors may determine.
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21. Registers

- 21.1. In accordance with the Act, the Directors must set up and maintain:
- (a) a register of Directors and members
 - (b) a register of charges;
 - (c) a register of Shareholders; and
 - (d) any other registers required to be kept under the Act.

- 21.2. The register may be kept either in a bound or loose leaf book or on computer. If a register is kept on computer, its contents must be capable of being printed out in hard copy.
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22. Accounts

Accounts records

- 22.1. The Directors must cause accounting and other records to be kept to correctly record and explain the transactions and financial position of the Company, to enable true and fair profit and loss accounts and balance sheets to be prepared and to permit preparation of any other documents required by the Act or this Constitution. The records must be kept:
- (a) in such manner to enable them to be conveniently and properly audited;
 - (b) for seven years after the completion of the transactions or operations to which they relate; and
 - (c) at such place as the Directors think fit and at all times be open to inspection by the Directors.

Accounts to be laid before annual general meeting

- 22.2. At the annual general meeting, the Directors must lay before the Company:
- (a) a profit and loss account for the last Financial Year of the Company;
 - (b) a balance sheet as at the date to which the profit and loss account is made up; and
 - (c) attached to the documents referred to in paragraphs (a) and (b), a report by the Directors with respect to the state of the Company's affairs, a statement by the Directors in accordance with the Act and the auditors' report in respect of the documents unless the Company in accordance with the Act has resolved not to appoint auditors.
- 22.3. The profit and loss accounts, balance sheets and reports must comply with all applicable provisions of the Act.

23. Audit

Auditors

- 23.1. Auditors of the Company must be appointed and removed, and their remuneration, rights and duties regulated in accordance with the Act.
- 23.2. The accounts of the Company must be audited in respect of each Financial Year of the Company and the correctness of the profit and loss account, balance sheet must be ascertained by the auditors of the Company in accordance with the Act.

Approval of accounts

- 23.3. Accounts of the Company when prepared by the Directors will be conclusive except as regards any error identified within three months after the date of preparation.
- 23.4. If any error is identified within this period, the accounts must immediately be corrected and will then be conclusive.

24. Inspection of Records

- 24.1. Each Member will be entitled to receive a copy of the annual financial statements of the Company within 30 days after their publication. A Member may inspect the accounting books and records of the Company upon giving reasonable notice to the Audit Committee. The Company must allow a Member at any reasonable time to inspect and take copies of or extracts from such accounting books and records.

25. Notices

Service of notices by Company

- 25.1. A notice may be given by the Company to any Member either personally, by facsimile or electronically to the relevant facsimile number or electronic address of the Member as shown on the Member's Register, by sending it by post addressed to the Member at the address shown in the Member's Register or otherwise by any other method, including by advertisement, as the Directors determine.

Posting notices to overseas Members

- 25.2. In the case of a Member whose registered address is outside Australia, a notice if sent by post must be sent by pre-paid airmail in an envelope.

Notice deemed to be served

- 25.3. Any notice by advertisement will be deemed to have been served on the day of publication of the newspaper containing the advertisement.
- 25.4. Any notice sent by post will be deemed to have been served on the day following the day on which the notice is posted unless sent by airmail to an address outside the country in which it was posted, in which case it will be deemed to have been served on the fifth (5) day following the day on which it is posted.
- 25.5. A notice sent by telex or facsimile or to the electronic address of a Member will be deemed to have been served on the same day it was sent.

Service by post

- 25.6. To prove service by post, it is sufficient to prove that the notice with required postage was properly addressed and posted. A certificate in writing signed by any manager, secretary or other officer of the Company that the notice was properly addressed and posted will be conclusive evidence of such matters.

Notices to Members whose whereabouts unknown

- 25.7. Where:

- (a) the Company has a genuine reason to believe that a Member is not known at the
- (b) address shown for that Member in the Members' Register;
- (c) the Company has subsequently made an inquiry at that address as to the whereabouts of the Member; and
- (d) the inquiry either elicits no response or a response indicating that the Member's
- (e) present whereabouts are unknown,

all future notices will be deemed to be given to the Member if the notice is exhibited in the Office for a period (not including weekends and public holidays) of forty-eight hours and will be deemed to be duly served at the end of that period. This clause will apply unless and until the Member informs the Company of a registered place of address or that the Member has resumed residence at the Member's address shown in the Member's Register or notifies the Company of a new address to which the Company may send the Member notices (which will be deemed to be the Member's registered address).

Notice to deceased or bankrupt Members

- 25.8. Any notice or document given to a Member will be deemed to have been properly given despite the Member's death or bankruptcy and whether or not the Company has notice of death or bankruptcy until some other person is registered in place of the Member.

Signing of notices

- 25.9. The signature to any notice to be given by the Company may be written or printed.

Counting of days

- 25.10. Where a given number of days' notice or notice extending over any other period is required to be given, the day on which notice is deemed to be given will be included in the number of days or other period.

26. Winding Up

Distribution of assets

- 26.1. If upon the winding up or dissolution of the Company there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed amongst the Members of the Company but shall be given or transferred to one or more other funds, authorities or institutions which or each of which:
- (a) has objectives similar to the Objectives of the Company; and
 - (b) whose Constitution shall prohibit the distribution of its income and property among its Members to an extent at least as great as is imposed on the Company.
- 26.2. Other funds, authorities or institutions are to be determined by the Board at or before the time of dissolution and in default thereof by application to the courts for determination.

Fee or commission paid to liquidator to be approved in general meeting

- 26.3. No fee or commission will be paid by the Company to any Director or liquidator upon any sale or realisation of the Company's undertaking or assets or any part of them except with the approval of the Company in general meeting, to be convened by notice specifying the fee or commission proposed to be paid.
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