

Constitution of The Accountability Round Table



Incorporating amendments to 26 October 2021

ACN 169 912 396

A company limited by guarantee incorporated under the
Corporations Act

Registered in Victoria

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1. DEFINITIONS AND INTERPRETATION

1.1 Definitions

The following definitions apply in this Constitution unless the context requires otherwise: ^{L}_{SEP}

Annual General Meeting means a general meeting of the Company held in accordance with rule 4.1. ^{L}_{SEP}

Board means all or some of the Directors for the time being acting as a board. ^{L}_{SEP}

Chair means the person occupying the position of chair of the Board under rule 10.6.

Company means The Accountability Round Table. ^{L}_{SEP}

Corporations Act means the Corporations Act 2001 (Cth). ^{L}_{SEP}

Director means a person appointed or elected to the office of director of the Company in accordance with this Constitution and, where appropriate, includes an alternate director. ^{L}_{SEP}

Member means a person admitted to the membership of the Company in accordance with the provisions of this Constitution, and includes Voting Members and Non-voting Members. ^{L}_{SEP}

Non-voting Member means a Member referred to in rule 3.3. ^{L}_{SEP} person and words importing persons means any person, including natural persons, partnerships, associations and bodies corporate, unincorporated bodies and all other entities or associations recognised by law.

Prescribed Rate means the base rate charged by the Company's principal banker to corporate customers from time to time in respect of overdraft loans in excess of \$100,000 calculated on a daily basis and a year of 365 days. ^{L}_{SEP}

Secretary means a person appointed as secretary of the Company in accordance with this Constitution. ^{L}_{SEP}

Voting Member means a Member referred to in rule 3.2. ^{L}_{SEP}

Voting Member Present means, in connection with a general meeting of the Company, the Voting Member present at the venue or venues for the meeting, in person or by proxy, by attorney or, where the Voting Member is a body corporate, by representative. ^{L}_{SEP}

Voting Member Special Resolution means a resolution approved by at least 75% of the Voting Members that vote on the relevant resolution. ^{L}_{SEP}

1.2 Interpretation

Headings are for convenience only and do not affect interpretation. The following rules of interpretation apply unless any contrary intention appears in this Constitution or the context requires otherwise:

- (a) The singular includes the plural and conversely. ^{L}_{SEP}
- (b) Where a word or phrase is defined, its other grammatical forms have a corresponding meaning. ^{L}_{SEP}
- (c) A reference to any legislation or to any provision of any legislation includes any modification or re enactment of it, any legislative provision

substituted for it, and all regulations and statutory instruments issued under it.

- (d) A word or phrase given a meaning in the Corporations Act has the same meaning in this Constitution. ^[1]_{SEP}
- (e) Mentioning anything after includes, including, for example, or similar expressions, does not limit what else might be included. ^[1]_{SEP}

1.3 Replaceable rules

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

2. OBJECTS

2.1 Objects of the Company

The objects of the Company are to generate public debate about, and improve the standards of, accountability, honesty, probity, transparency, anti-corruption systems and measures and democratic practice in all parliaments and governments in Australia, by:

- (a) presenting educational seminars, including the Annual Integrity Lecture; ^[1]_{SEP}
- (b) developing and disseminating educational material to the public; ^[1]_{SEP}
- (c) improving the quality of and access to educational material for the public; ^[1]_{SEP}
- (d) advancing education about fundamental ethical and legal principles underpinning democratic government, including the public office public trust principle; ^[1]_{SEP}
- (e) participating (without any partisanship) in consultations, discussions, inquiries, commissions and public debate, including by making submissions, recommendations and public statements; ^[1]_{SEP}
- (f) conducting relevant research and preparing reports and academic articles; and ^[1]_{SEP}
- (g) publicly recognising individuals who assist in achieving these objects, including conducting the Parliamentary Integrity Awards. ^[1]_{SEP}

2.2 Application of income and property to objects

- (a) Subject to rules 2.2(b), 8.3 and 15(c), the profits (if any) or other income and property of the Company must be applied solely towards the promotion of the objects of the Company, and no portion of those profits, income and property may be paid or transferred, directly or indirectly, to any Member, whether by way of dividend, bonus or otherwise. ^[1]_{SEP}

(b) Nothing in rule 2.2(a) prevents any payment in good faith by the Company of: ^{ }_{SEP}

(i) reasonable and proper remuneration to any Member for any services actually rendered or goods supplied in the ordinary and usual course of business to the Company;

(ii) (or reimbursement for) expenses properly incurred by a Member on behalf of the Company where the amount payable does not exceed an amount previously approved by the Directors; ^{ }_{SEP}

(iii) reasonable and proper rent for premises let or demised by any Member to the Company; (iv) moneys to any Member, being a solicitor, accountant or other person engaged in any profession, for all usual professional or other charges for work done by that person or that person's firm or employer for or on behalf of the Company, where the provision of the service has the prior approval of the Directors and where the amount payable is approved by the Directors and is not more than an amount which commercially would be reasonable payment for the service; or ^{ }_{SEP}

(v) interest at a rate not exceeding the Prescribed Rate on money borrowed by the Company from Members. ^{ }_{SEP}

3. MEMBERSHIP

3.1 Members of the Company

(a) The Members are those persons admitted to the membership of the Company whose names are entered into the Company's register of members. ^{ }_{SEP}

(b) Two or more persons cannot be registered as holding a single membership interest, whether as joint tenants or as tenants in common. ^{ }_{SEP}

(c) Members are either Voting Members or Non-voting Members. ^{ }_{SEP}

3.2 Voting Members

(a) Voting Members have:

(i) the right to vote at general meetings; ^{ }_{SEP}

(ii) the right to receive notices of general meetings; ^{ }_{SEP}

(iii) the right to submit items of business for consideration at general meetings; ^{ }_{SEP}

(iv) the right to attend and be heard at general meetings; ^{ }_{SEP}

(v) the right to have access to the minutes of general meetings and other documents of the Company; ^{ }_{SEP}

(vi) the right to inspect the register of Members; and [L]
[SEP]

(vii) any other rights provided by this Constitution, or as determined by the Board from time to time or by resolution at a general meeting. [L]
[SEP]

(b) On registration of the Company, the Voting Members will be those listed in Part 1 of Schedule 1. [L]
[SEP]

3.3 Non-voting Members

(a) Non-voting Members are not permitted to vote at general meetings but have:

(i) the right to attend general meetings; [L]
[SEP]

(ii) the right to receive notices of general meetings; and [L]
[SEP]

(iii) any other rights provided by this Constitution or by law, or as determined by the Board from time to time or by resolution at a general meeting. [L]
[SEP]

(b) On registration of the Company the Non-voting Members will be those listed in Part 2 of Schedule 1. [L]
[SEP]

3.4 Limited liability of Members

The liability of the Members is limited. [L]
[SEP]

3.5 Members' liability on winding up

Each Member undertakes to contribute to the assets of the Company in the event of the Company being wound up while they are a Member, or within one year after they cease to be a Member, for payment of the debts and liabilities of the Company contracted before they cease to be a Member and of the costs, charges and expenses of winding up, such amount as may be required, not exceeding \$20 for Voting Members and \$10 for Non-voting Members. [L]
[SEP]

3.6 Admission as a Member

(a) Except for the initial Members set out in Schedule 1, applicants for membership of the Company must be proposed by a Voting Member and seconded by another Voting Member. [L]
[SEP]

(b) Applications for membership must be made in writing to the Secretary, include whether the applicant is seeking to become a Voting Member or Non-voting Member, be signed by the applicant, their proposer and seconder, and be in such form as the Board may prescribe from time to time. [L]
[SEP]

(c) At the next Board meeting after the receipt of any application for membership, the Board will consider the application and decide in their absolute discretion:

(i) whether or not to admit the applicant; and [SEP]

(ii) whether the applicant is to be admitted as a Voting Member or a Non-voting Member. [SEP]

(d) Without limiting rule 3.6(c), in deciding on an application for membership, the Board will have regard to:

(i) whether that applicant is a member of another organisation or body which does or does not share some or all of the objects of the Company; [SEP]

(ii) whether the objects of the Company will be benefited by the applicant being admitted to the Company; [SEP]

(iii) whether the applicant supports the objects of the Company; and [SEP]

(iv) any other matters it considers relevant.

(e) Despite rule 3.6(d), the Board will not be required to give the applicant any reasons for its decision. [SEP]

(f) When an applicant has been accepted for membership, the Secretary must notify the applicant and request payment of the membership subscription, if any. [SEP]

(g) If the applicant does not pay the membership subscription, if any, within 28 days after the date on which the applicant is notified that the subscription is payable, the Board may, in its absolute discretion, cancel the acceptance of the applicant's application for membership. [SEP]

(h) When the Company receives payment from the applicant of the membership subscription or, if there is no membership subscription, when the Board decides to admit the applicant as a Member, the applicant will be registered in the Company's register of Members and will immediately become a Member upon such registration.

3.6A Categories of Member

The Board may create sub-categories of Members within the categories of Voting and Non-Voting Members.

3.7 Membership subscription

(a) Subject to the other provisions of this rule 3.7, Members will be required to pay an annual membership subscription on such date of each calendar year as the Board determines.

(b) Before the 12 month period commencing on 1 December of each calendar year (a Membership Period), the Board must determine the amount of the membership subscription for each category and sub-category (if any) of member for that Membership Period.

(c) Unless the Board determines otherwise, any new Member who joins after the start of a Membership Period must, for that Membership Period, pay a membership subscription equal to:

(i) the full annual membership subscription;

(ii) if less than six months but more than three months of the year remains, half the full annual membership subscription; or

(iii) if less than three months of the year remains, the full membership subscription which shall cover the remainder of the current year and the ensuing year.

(d) The Board may from time to time determine:

(i) that the payment of the membership subscription be waived; and

(ii) any other changes to the terms of payment of the membership subscription be made.

3.8 Resignation of a Member

A Member may resign from the Company by giving notice in writing to the Secretary. The resignation will be effective from the date on which such notice is received by the Secretary. ^[1]_{SEP}

3.9 Non-payment of membership subscription

(a) If any membership subscription of a Member remains unpaid for a period of 28 days after it becomes due, the Secretary will give notice to the Member of that fact. ^[1]_{SEP}

(b) If any membership subscription remains unpaid more than 28 days after the date of the notice given under rule 3.9(a), the Board may cancel the membership of the Member and remove the Member's name from the register of Members. ^[1]_{SEP}

3.10 Misconduct of a Member

(a) The Board may expel from the Company any Member:

(i) who does not comply with the provisions of this Constitution; ^[1]_{SEP}

(ii) whose conduct in the opinion of the Board is prejudicial to the interests or objects of the Company; or ^[1]_{SEP}

(iii) at the written request of at least 30% of Voting Members, and remove the Member's name from the register of Members. ^[1]_{SEP}

(b) At least seven days before the Board meets to decide whether to expel a Member, the Board must send a notice to the Member which states:

(i) all relevant information, including any allegations against the Member; ^[1]_{SEP}

(ii) the proposed resolution for the Member's expulsion; and ^[]_{SEP}

(iii) that the Member has an opportunity to address the meeting either orally or in writing. ^[]_{SEP}

(c) If the Board resolves to expel from the Company any Member, the Board (or any member of the Board) will give notice of that resolution to the Member. ^[]_{SEP}

3.11 Ceasing to be a Member

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

(a) in the case of a Member who is a natural person, on the date that:

(i) the Member resigns as a Member by notice in writing to the Company; ^[]_{SEP}

(ii) the Member dies; or ^[]_{SEP}

(iii) the Member becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or ^[]_{SEP}

(b) in the case of a Member which is a body corporate, on the date that:

(i) the Member resigns as a Member by notice in writing to the Company; ^[]_{SEP}

(ii) a liquidator is appointed in connection with the winding up of the Member; ^[]_{SEP}

(iii) an order is made by a court for the winding up or deregistration of the Member; or ^[]_{SEP}

(iv) the Member is otherwise wound up, dissolved, deregistered, terminated or ceases to exist. ^[]_{SEP}

3.12 Liability after a person ceases to be a Member

A person who ceases to be a Member must pay to the Company:

(a) all membership subscriptions or other amounts owing to the Company which are due and unpaid at the date that the person ceases to be a Member; and ^[]_{SEP}

(b) any amounts which the Member is liable to pay under rule 3.5, ^[]_{SEP} and will not be entitled to any full or partial refund of any membership subscriptions. ^[]_{SEP}

3.13 Register of Members

The register of Members must be kept by the Secretary and must contain the full name and address of each Member and any other information required by the Board. [L]
[SEP]

3.14 Address of Members

Every Member must inform the Secretary in writing of any change in their address and any such change of address must be entered in the register of Members. The latest address in the register of Members is deemed to be the Member's registered address. [L]
[SEP]

4. GENERAL MEETINGS

4.1 Annual General Meetings

- (a) The first Annual General Meeting of the Company must be held within 18 months after the day the Company is registered. [L]
[SEP]
- (b) Each subsequent Annual General Meeting must be held:
 - (i) at least once each calendar year; and [L]
[SEP]
 - (ii) within six months after the end of the previous financial year. [L]
[SEP]

4.2 Power to call a general meeting

- (a) Any two or more Directors may convene a general meeting of the Company whenever they think fit. [L]
[SEP]
- (b) The Secretary must call a general meeting after receiving a written request by at least 5% of Voting Members. The Secretary must call the meeting within 21 days after the request is received. The meeting is to be held no later than 2 months after the request is received. [L]
[SEP]
- (c) A request in rule 4.2(b) must state:
 - (i) why the general meeting is requested; [L]
[SEP]
 - (ii) the business to be conducted at the general meeting; and [L]
[SEP]
 - (iii) be signed by the Voting Members making the request.

4.3 Power to propose resolutions

- (a) 5% or more of Voting Members, acting together, may give the Company a notice in writing of a resolution that they propose to move at a general meeting. [L]
[SEP]
- (b) A notice in rule 4.3(a) must:
 - (i) set out the wording of the proposed resolution; and [L]
[SEP]

(ii) be signed by the proposing Voting Members. [L] [SEP]

4.4 Power to cancel or postpone a general meeting

(a) The Directors who have convened a meeting under rule 4.2(a) may jointly cancel or postpone any meeting convened by those Directors by notice in writing to all persons who were entitled to receive notice of that meeting, except where the cancellation or postponement would be contrary to the Corporations Act. [L] [SEP]

(b) Any failure to give notice of postponement of a general meeting does not invalidate any resolution passed at the postponed meeting. [L] [SEP]

4.5 Notice

(a) The Company will give at least 21 days' notice of a general meeting to each person entitled to receive notice of the general meeting. [L] [SEP]

(b) A notice of a general meeting is to specify:

(i) the place and time of the meeting; [L] [SEP]

(ii) the general nature of the business to be transacted at the meeting; [L] [SEP]

(iii) if a special resolution is to be proposed at the meeting, an intention to propose the special resolution and state the resolution; and [L] [SEP]

(iv) if a Voting Member is entitled to appoint a proxy, the following information:

(A) that the Voting Member has a right to appoint a proxy; and [L] [SEP]

(B) that the proxy must be a Voting Member of the Company. [L] [SEP]

(c) The Company may give notice of a general meeting to a Member: [L] [SEP]

(i) personally;

(ii) by sending it by post to the address for the Member in the register of members or any alternative address nominated by the Member; [L] [SEP]

(iii) by sending it to any fax number or electronic address nominated by the Member; or [L] [SEP]

(iv) by any other means nominated by the Member. [L] [SEP]

4.6 Non-receipt of notice

The fact that a person entitled to receive notice of a general meeting does not

receive that notice or is accidentally not given notice, does not invalidate any resolution passed at the meeting.

4.7 Business of general meetings

Unless two-thirds of all Voting Members are present as Voting Members Present and agree otherwise, the only business to be transacted at a general meeting will be that set out in the notice of that general meeting. ^[1]_[SEP]

4.8 Right to attend general meeting

Non-voting Members, and any other person (whether a Member or not) requested by the Board to attend any general meeting, are entitled to be present and, at the request of the Chair, to speak at that general meeting. ^[1]_[SEP]

5. PROCEEDINGS AT GENERAL MEETINGS

5.1 Number for a quorum

- Except as otherwise provided in this Constitution, five Voting Members Present constitutes a quorum at a general meeting. ^[1]_[SEP]

5.2 Requirement for a quorum

- No business may be transacted at any general meeting unless there is a quorum of Voting Members Present at the time when the meeting proceeds to business. ^[1]_[SEP]

5.3 No quorum

(a) If there is no quorum at a general meeting within 30 minutes after the time specified in the notice of the meeting, the meeting is dissolved unless the Board adjourns the meeting to a date, time and place determined by the Board. ^[1]_[SEP]

(b) If no quorum is present at any adjourned meeting within 30 minutes after the time appointed for the meeting, the meeting is dissolved. ^[1]_[SEP]

5.4 Chair of general meetings

Subject to rule 5.5, the Chair is entitled to preside as chair at every general meeting. ^[1]_[SEP]

5.5 Absence of Chair ^[1]_[SEP]

Where a general meeting is held and:

(a) there is no Chair; ^[1]_[SEP]

(b) the Chair is not present within 15 minutes after the time appointed for the meeting; or ^[1]_[SEP]

(c) the Chair does not wish to act as chair of the meeting, ^[1]_[SEP]

the Directors present may elect one of their number to be chair of the meeting or, in the absence of any Directors or if none of the Directors present wish to act, the Voting Members Present may elect one of their number to be chair of the meeting.

5.6 Duties of the Chair

When exercising the powers conferred by this Constitution or by law, the Chair must: ^[]_[SEP]

- (a) act impartially; ^[]_[SEP]
- (b) be consistent in rulings and decisions; ^[]_[SEP]
- (c) act with probity and in good faith; and ^[]_[SEP]
- (d) safeguard the interests of both the minority and the majority. ^[]_[SEP]

5.7 Conduct of general meetings

(a) The general conduct of each general meeting of the Company and the procedures to be adopted at the meeting are as determined at, during or prior to the meeting by the chair of the meeting unless, following any such determination, a motion to over-rule that determination is passed by 60% of the Voting Members Present. ^[]_[SEP]

(b) Subject to clause 5.7(a):

(i) the chair of the meeting may make rulings without putting the question (or any question) to the vote if the chair of the meeting considers action is required to ensure the orderly conduct of the meeting; and ^[]_[SEP]

(ii) at any time the chair of a general meeting considers it necessary or desirable for the proper and orderly conduct of the meeting, the chair of the meeting may demand the cessation of debate or discussion on any business, question, motion or resolution being considered by the meeting and require the business, question, motion or resolution to be put to a vote of the Voting Members Present. ^[]_[SEP]

(c) Notwithstanding clause 5.7(a):

i) any challenge to a right to vote (whether on a show of hands or on a poll) or to a determination to allow or disregard a vote may only be made at the meeting and may be determined by the chair of the meeting whose decision is final; and ^[]_[SEP]

(ii) if a person purports to cast a vote at or for the purposes of a general meeting in contravention of the Corporations Act, the chair of the meeting may determine that the vote be disregarded and treated as not having been cast, and such determination is final. ^[]_[SEP]

(d) Nothing contained in this rule limits the powers conferred on a chair of a general meeting by law. ^[]_[SEP]

5.8 Adjournments

(a) During the course of a general meeting, the chair of the meeting may, and if so directed by the meeting must, adjourn the meeting or any

business, motion, question or resolution being considered or remaining to be considered by the meeting or any debate or discussion either to a later time at the same meeting or to a meeting held at another time and place determined by the chair of the meeting. ^{L}_{SEP}

(b) If the chair of the meeting exercises a right of adjournment under rule 5.8(a), the chair of the meeting has the sole discretion to decide whether to seek the approval of the Voting Members Present to the adjournment and, unless the chair of the ^{L}_{SEP} meeting exercises that discretion, no vote may be taken by the Voting Members Present in respect of the adjournment.

(c) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting. Otherwise it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

5.9 Voting at general meetings

(a) Any resolution submitted to a general meeting is to be decided by a show of hands of the Voting Members Present and entitled to vote unless a poll is demanded. ^{L}_{SEP}

(b) Except where a Voting Member Special Resolution is required, in the case of an equality of votes, the chair of the meeting has, both on a show of hands and on a poll, a casting vote in addition to the vote or votes to which the chair of the meeting may be entitled as a Voting Member or as a proxy, attorney or properly appointed representative of a Voting Member. ^{L}_{SEP}

(c) Unless a poll is demanded, a declaration by the chair of the meeting following a vote on a show of hands that a resolution has been passed or lost is conclusive. ^{L}_{SEP}

5.10 Demanding a poll

(a) A poll may be demanded at a general meeting in respect of any resolution by:

(i) at least 5% of Voting Members entitled to vote on that resolution; or ^{L}_{SEP}

(ii) the chair of the meeting. ^{L}_{SEP}

(b) No poll may be demanded on the election of a chair of a meeting or, unless the chair of the meeting otherwise determines, the adjournment of a meeting. ^{L}_{SEP}

(c) A demand for a poll may be withdrawn. ^{L}_{SEP}

5.11 Procedure for polls

(a) When demanded at a general meeting, a poll may be taken in the manner and at the time the chair of the meeting directs. ^{L}_{SEP}

- (b) The result of a poll may be announced in the manner and at the time (whether during the relevant meeting or afterwards) as the chair of the meeting considers appropriate. [SEP]
- (c) The result of the poll is the determination of the resolution of the meeting at which the poll was demanded. [SEP]
- (d) The demand for a poll does not prevent a meeting from continuing for the transaction of any business other than that on which a poll has been demanded. A poll demanded on any question of adjournment is to be taken at the meeting and without adjournment. [SEP]

5.12 Technology

The Company may hold a general meeting at two or more venues using any technology that gives the Members a reasonable opportunity to participate in the general meeting. [SEP]

6. VOTES OF VOTING MEMBERS

6.1 Voting rights

Subject to this Constitution and any rights or restrictions for the time being placed on any Voting Member:

- (a) at meetings of Members each Voting Member entitled to attend and vote may attend and vote in person or by proxy, by attorney or (where the Voting Member is a body corporate) by representative; [SEP]
- (b) a Voting Member is not entitled to vote at a general meeting unless all sums presently payable by the Voting Member in respect of membership of the Company have been paid; and [SEP]
- (c) each Voting Member has one vote both on a show of hands and a poll. [SEP]

6.2 Right to appoint proxy

- (a) A Voting Member may appoint one proxy. [SEP]
- (b) A proxy must be a Voting Member. [SEP]

6.3 Rights of proxies

A proxy appointed to attend and vote for a Voting Member has the same rights as the Voting Member to:

- (a) to speak at the general meeting; [SEP]
- (b) to vote (to the extent allowed for by the instrument appointing the proxy); and [SEP]
- (c) to join in the demand for a poll. [SEP]

6.4 Form of proxy

A form of appointment of a proxy is valid if it is in any form (including electronic) which the Board may prescribe or accept. ^[]_{SEP}

6.5 Lodgement of proxies

An instrument appointing a proxy is not valid unless it and the power of attorney or other authority (if any) under which the instrument is signed is received at the registered office of the Company or, if notice of a meeting provides for electronic lodgement of proxies, at the electronic mail address specified in the notice, not less than 48 hours before the time for commencement of the meeting. ^[]_{SEP}

6.6 Validity of proxies

(a) A vote exercised in accordance with the terms of an instrument of proxy, a power of attorney or other relevant instrument of appointment is valid despite:

- (i) the previous death or unsoundness of mind of the principal; or ^[]_{SEP}
- (ii) the revocation of the instrument (or of the authority under which the instrument was executed) or the power, ^[]_{SEP}

If no notice in writing of the death, unsoundness of mind or revocation (as the case may be) has been received by the Company at its registered office at least ^[]_{SEP}48 hours (or any shorter period as the Board may permit) before the commencement of the meeting, or adjourned meeting at which the instrument is used or the power is exercised.

(b) A proxy is not revoked by the principal attending and taking part in the meeting unless the principal actually votes at the meeting on a resolution for which the proxy is proposed to be used.

6.7 Where proxy is incomplete

(a) No instrument appointing a proxy is treated as invalid merely because it does not contain:

- (i) the address of the appointor or of a proxy; ^[]_{SEP}
- (ii) the proxy's name or the name of the office held by the proxy; or ^[]_{SEP}
- (iii) in relation to any or all resolutions, an indication of the manner in which the proxy is to vote. ^[]_{SEP}

(b) Where the instrument does not specify the name of a proxy, the instrument is taken to be given in favour of the chair of the meeting. ^[]_{SEP}

(c) A proxy may vote as the proxy thinks fit on any motion or resolution in respect of which no manner of voting is indicated. ^[]_{SEP}

7. MINUTES OF MEETINGS

7.1 Minutes of meetings

(a) The Board will ensure that the Company maintains minute books which record:

(i) proceedings and resolutions of meetings of the Members; and ^{L}_{SEP}

(ii) proceedings and resolutions of meetings of the Board (including a meeting of a committee of Directors formed under rule 10.10); and ^{L}_{SEP}

(iii) resolutions passed by the Directors without a meeting under rule 10.11. ^{L}_{SEP}

(b) The Company must keep its minute books at its registered office ^{L}_{SEP}

7.2 Access to minutes of general meetings

(a) The minute books for the meetings of Members will be open for inspection by Members free of charge. ^{L}_{SEP}

(b) Where a Member asks the Company in writing for a copy of any minutes of a general meeting or an extract of the minutes, the Company will provide the minutes within 14 days of the Member making such a request. ^{L}_{SEP}

8. APPOINTMENT, REMOVAL AND REMUNERATION OF DIRECTORS

8.1 Appointment and removal

(a) The number of Directors (not including alternate Directors) must be not less than three. ^{L}_{SEP}

(b) The Voting Members may in a general meeting determine to appoint any person as a Director, either to fill a casual vacancy or as an addition to the Board. ^{L}_{SEP}

(c) The Board may at any time appoint a person to be a Director to fill a casual vacancy or as an addition to the Board. ^{L}_{SEP}

(d) Any Director appointed under rule 8.1(c) may hold office only until the next annual general meeting of the Company and is then eligible for election at that meeting. ^{L}_{SEP}

8.2 Qualification as a Director

Each Director (including any alternate Director) must be a Voting Member. ^{L}_{SEP}

8.3 Remuneration

(a) No Director is entitled to be paid a fee for his or her service as a Director. ^{L}_{SEP}

(b) The Directors will be entitled to be paid or reimbursed for all out-of-pocket expenses properly incurred by them in the performance of their duties as Directors where the amount payable has been approved by the Board. [L] [SEP]

(c) A Director may be engaged by the Company in any other capacity (other than auditor) and may be appointed on such terms as to remuneration, tenure of office and otherwise as has been approved by the Board. [L] [SEP]

(d) This rule 8.3 does not limit rule 15. [L] [SEP]

8.4 Vacation of office

(a) In addition to the circumstances in which the office of a Director becomes vacant under the Corporations Act, the office of a Director becomes vacant if the Director:

(i) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; [L] [SEP]

(ii) ceases to be a Voting Member; [L] [SEP]

(iii) resigns from the office of Director by notice in writing to the Company; [L] [SEP]

(iv) is absent without the consent of the Board from meetings of the Board held during a continuous period of six months; or [L] [SEP]

(v) dies. [L] [SEP]

(b) The office of a Director who is an employee of the Company is terminated on the Director ceasing to be employed by the Company but the person concerned is eligible for reappointment or re-election as a Director of the Company. [L] [SEP]

8.5 Alternate Director

Subject to this Constitution, each Director may appoint any person (who, if there are other Directors, is approved by a majority of the other Directors) to act as an alternate Director in the Director's place, either for a stated period or until the happening of a specified event, whenever by absence or illness or otherwise the Director is unable to attend to duties as a Director. The appointment must be in writing and signed by the Director and a copy of the appointment must be delivered to the registered office of the Company or given to a meeting of the Board. The appointment takes effect on (if there are other Directors) approval by a majority of the other Directors or, where the approval has been granted, at any later time specified in the appointment. The following provisions apply to any alternate Director:

(a) the appointment of the alternate Director is terminated or suspended on receipt at the registered office of the Company of notice in writing of such termination or suspension (as applicable) from the Director by whom the alternate Director was appointed; [SEP]

(b) the alternate Director is entitled to receive notices of meetings of the Board and to attend and vote at the meetings if the Director by whom the alternate Director was appointed is not present; [SEP]

(c) the alternate Director is entitled to exercise all the powers (except the power to appoint an alternate Director) and perform all the duties of a Director, to the extent the Director by whom the alternate Director was appointed has not exercised or performed them or they have not been limited by the instrument appointing the alternate Director; [SEP]

(d) the alternate Director will be entitled to be reimbursed under rule 8.3(b) as if the alternate Director were a Director; [SEP]

(e) the office of the alternate Director is terminated on the vacation of office by the Director by whom the alternate Director was appointed, either under the Corporations Act or in accordance with rule 8.4; [SEP]

(f) the alternate Director is not to be taken into account in determining the number of Directors or rotation of Directors; and [SEP]

(g) the alternate Director is, while acting as a Director, responsible to the Company for the alternate Director's own acts and defaults and is not the agent of the Director by whom the alternate Director was appointed. [SEP]

8.6 Directors may lend to the Company

Any Director may lend money to the Company at interest with or without security or may, for a commission or profit, guarantee the repayment of any money borrowed by the Company and underwrite or guarantee the subscription of securities of any corporation in which the Company may be interested without being disqualified in respect of the office of Director and without being liable to account to the Company for the commission or profit. [SEP]

9. POWERS OF THE BOARD [SEP]

The business of the Company will be managed by the Board, which may exercise all powers of the Company which are not, by the Corporations Act or this Constitution, required to be exercised by the Company in general meeting. [SEP]

10. PROCEEDINGS OF THE BOARD [SEP]

10.1 Board meetings

The Board may meet together for conducting business and may adjourn and

otherwise regulate its meetings as it sees fit. [SEP]

10.2 Power to call for a Board meeting

The Chair or three Directors may at any time, and the Secretary must on the request of the Chair or three Directors, call a Board meeting. [SEP]

10.3 Quorum for Board meetings

The number of Directors necessary to form a quorum at a Board meeting is three. [SEP]

10.4 Notice

Reasonable notice must be given to every Director of the place, date and time of every Board meeting. Notice of a Board meeting may be given to a Director by mail (electronic or otherwise), personal delivery, facsimile transmission or by any technology agreed to by all the Directors to the usual place of business or residence of the Director or at any other address given to the Secretary by the Director. [SEP]

10.5 Board meetings by technology

(a) For the purposes of the Corporations Act, each Director, by consenting to be a Director (or by reason of the adoption of this Constitution), consents to the use of each of the following technologies for holding a Board meeting:

- (i) video conference; [SEP]
- (ii) telephone; [SEP]
- (iii) electronic mail; [SEP]
- (iv) any other technology which permits each Director to communicate with every other Director; or [SEP]
- (v) any combination of these technologies. [SEP]

A Director may withdraw the consent given under this rule in accordance with the Corporations Act.

(b) Where the Directors are not all in attendance at one place and are holding a meeting using technology and each Director can communicate with the other Directors:

- (i) the participating Directors are, for the purpose of every provision of this Constitution concerning Board meetings, taken to be assembled together at a meeting and to be present at that meeting; and [SEP]
- (ii) all proceedings of the Board conducted in that manner are as valid and effective as if conducted at a meeting at which all of the participating Directors were physically present in one location. [SEP]

10.6 Chair of the Board

(a) The Board may elect one of their number as their chair (the Chair) and may decide the period for which the Chair is to hold office as Chair. [L] [SEP]

(b) Where a Board meeting is held and:

(i) a Chair has not been elected as provided by rule 10.6(a); or [L] [SEP]

(ii) the Chair is not present at the time appointed for the holding of the meeting or does not wish to chair the meeting, [L] [SEP] the Directors present may elect one of their number to be chair of the meeting.

[L] [SEP]

10.7 Directors' voting rights

(a) Subject to this Constitution, questions arising at a Board meeting are decided by a majority of votes of Directors present and voting. [L] [SEP]

(b) In the case of an equality of votes, the Chair has a casting vote in addition to the Chair's deliberative vote. [L] [SEP]

10.8 Conflict of interests

(a) A Director is not disqualified from contracting with the Company in any capacity by reason of holding the office of Director. [L] [SEP]

(b) In relation to a contract or arrangement in which a Director is in any way interested:

(i) the fact that the Director signed the document evidencing the contract or arrangement will not in any way affect its validity; [L] [SEP]

(ii) the contract or arrangement may not be avoided merely because the Director is a party to the contract or arrangement or otherwise interested in it; and [L] [SEP]

(iii) the Director will not be liable to account to the Company for any profit derived in respect of the contract or arrangement merely because of the Director's office or the fiduciary relationship it entails. [L] [SEP]

10.9 Material personal interest

(a) Subject to rule 10.9

(b), a Director who has a material personal interest in a matter that relates to the affairs of the Company must give a notice of the material personal interest to the other Directors at a Board meeting setting out:

(i) the nature and extent of the material personal interest; and [L] [SEP]

(ii) the relation of the material personal interest to the affairs of the

Company, ^[1]_{SEP} as soon as practicable after the Director becomes aware of the material personal interest. The details must be recorded in the Board minutes. ^[1]_{SEP}

(b) A Director with a material personal interest in a matter that relates to the affairs of the Company is not required to give notice in the following circumstances: ^[1]_{SEP}

(i) if all of the following conditions are met:

(A) the Director has already given notice of the nature and extent of the interest and its relation to the affairs of the Company;

(B) if a person who was not a Director at the time the notice was given is appointed as a Director, the notice is given to that person; and

(C) the nature or extent of the interest has not materially increased above that disclosed in the notice;

(ii) if the Director has given a standing notice of the nature and extent of the interest in accordance with the procedure set out in section 192 of the Corporations Act and that standing notice is still effective in relation to that standing interest;

(iii) if the interest is of the type set out in section 191(2)(a) of the Corporations Act.

(c) A Director who has a material personal interest in a matter that is being considered at a Board meeting must not be present while the matter is being considered at the meeting or vote on the matter, except as permitted in accordance with the Corporations Act.

(d) Nothing in this rule 10.9 affects the duty of a Director:

(i) who holds any office or possesses any property whereby, directly or indirectly, duties or interests might be created in conflict with the Director's duties or interests as a Director, to declare at a Board meeting, the fact and the nature, character and extent of the conflict; or ^[1]_{SEP}

(ii) to comply with the Corporations Act or any other law. ^[1]_{SEP}

(e) For the avoidance of doubt, a 'material personal interest' includes a 'conflict of interest'. ^[1]_{SEP}

10.10 Committees

(a) The Board may delegate any of its powers to committees consisting of any one or more Directors or any other person or persons as the Board thinks fit and may revoke that delegation.

(b) A committee to which any powers have been delegated under rule 10.10(a),

must exercise those powers in accordance with any directions of the Board. These powers are then taken to have been exercised by the Board. [L] [SEP]

(c) Subject to rule 10.10(b), the meetings and proceedings of any committee are to be governed by the provisions of this Constitution for regulating the meetings and proceedings of the Board so far as they are applicable. [L] [SEP]

(d) Nothing in this rule 10.10 limits the power of the Board to delegate. [L] [SEP]

10.11 Written resolutions

(a) A resolution in writing signed by all Directors or a resolution in writing of which notice has been given to all Directors and which is signed by a majority of the Directors entitled to vote on the resolution (not being less than the number required for a quorum at a Board meeting) is a valid resolution of the Board and is effective when signed by the last of all the Directors or the last of the Directors constituting the majority, as required.

[L] [SEP]

(b) For the purpose of this rule, the references to Directors include any alternate Director appointed by a Director who is not available to sign the document or is otherwise unable to sign the document within a reasonable time but do not include any other alternate Director. [L] [SEP]

(c) The resolution may consist of several documents in the same form each signed by one or more of the Directors. A facsimile transmission or other document produced by mechanical or electronic means under the name of a Director with the Director's authority is considered a document in writing signed by the Director and is deemed to be signed when received in legible form. [L] [SEP]

10.12 Defects in appointments

All actions at any meeting of the Board or by a committee or by any person acting as a Director are, despite the fact that it is afterwards discovered that there was some defect in the appointment of any of the Directors or the committee or the person acting as a Director or that any of them were disqualified, as valid as if each person had been properly appointed and was qualified and continued to be a Director or a member of the committee. [L] [SEP]

10.13 If less than minimum number of Directors

If the number of Directors is reduced below the minimum number fixed under this Constitution, the continuing Directors may act for the purpose of increasing the number of Directors to that number or of calling a general meeting of the Company, but for no other purpose. [L] [SEP]

11. OFFICERS OF THE COMPANY

11.1 Appointment of Secretary

There must be at least one Secretary who is to be appointed by the Board.

11.2 Qualification as a Secretary

A Secretary need not be a Member. [SEP]

11.3 Powers, duties and authorities of Secretary

A Secretary of the Company holds office on the terms and conditions, and with the powers, duties and authorities, as the Board decides. [SEP]

11.4 Termination of appointment of Secretary

The Board may at any time terminate the appointment of a Secretary.

11.5 Appointment

The Board may from time to time:

- (a) create any other position or positions in the Company with the powers and responsibilities as the Board may from time to time decide; and [SEP]
- (b) appoint any person, whether or not a Director, to any position or positions created under rule 11.5(a). [SEP]

11.6 Termination of appointment of other officers

The Board may at any time terminate the appointment of a person holding a position created under rule 11.5(a) and may abolish the position. [SEP]

12. SEALS [SEP]

The Company may have a common seal and a duplicate common seal which are to be used by the Company as determined by the Board. [SEP]

13. SERVICE OF DOCUMENTS [SEP]

In this rule 13, a reference to a document includes a notice. Subject to the Corporations Act: [SEP]

13.1 Service of documents generally

Any Member who has not left at or sent to the registered office of the Company, details of a place of address or an electronic mail address (for registration in the register of Members) at or to which all documents of the Company may be served or sent is not entitled to receive any such document. [SEP]

13.2 How documents may be given

The Company may give a document to a Member, in its discretion, by:

- (a) serving it on the Member personally; [SEP]
- (b) sending it by post to or leaving it at the Member's address as shown in the register of Members or any alternative address last supplied by the Member to the Company; [SEP]

(c) sending it to the fax number or electronic mail address supplied by the Member;

(d) serving it in any manner contemplated in this rule 13.2 on a Member's attorney as specified by the Member in a notice given under rule 13.3.

13.3 Documents to an attorney

By written notice to the Secretary left at or sent to the registered office of the Company, a Member may request that all documents to be given by the Company or the Board be served on the Member's attorney at an address specified in the notice and the Company may do so in its discretion. ^[]_{SEP}

13.4 Personal service or delivery

A document served on a Member personally or left at the Member's address is conclusively considered to have been served when delivered. ^[]_{SEP}

13.5 Documents by post

A document sent by post:

(a) if sent to an address in Australia, may be sent by ordinary post; and ^[]_{SEP}

(b) if sent to an address outside Australia, must be sent by airmail, ^[]_{SEP} and is conclusively considered to have been served at the expiration of: ^[]_{SEP}

(c) if sent to an address in Australia, 24 hours; or

(d) if sent to an address outside Australia, 84 hours, after the envelope containing the document is posted, provided that the envelope containing the document is properly addressed and posted.

13.6 Documents by fax or electronic mail

Any document sent to a Member by fax or electronic mail is conclusively considered to have been served on the day it is sent, provided that it is properly addressed.

14. WINDING UP

14.1 Winding up

On the winding up or dissolution of the Company, any property whatsoever that remains, after satisfaction of all debts and liabilities, must not be paid to or distributed among the Members but must be given or transferred to one or more organisations, funds, authorities or institutions selected by the Members at or before the time of dissolution:

(a) that in each case:

(i) has objects similar to the objects of the Company and which is not carried on for the profit or gain of its individual members; and ^[]_{SEP}

(ii) by its constitution is required to apply its profits (if any) or other income in promoting its objects and is prohibited from distributing its income and property to

its members; or ^[L]_[SEP]

(b) if there are no organisations, funds, authorities or institutions meeting the requirements of paragraph (a) above, to one or more organisations, funds, authorities or institutions (whether or not a Member) determined by the Directors before the winding up of the Company, the objects of which are charitable; or ^[L]_[SEP]

(c) if the Directors do not make a determination pursuant to paragraph (a) or (b) above before the winding up of the Company, to one or more organisations, funds, authorities or institutions meeting the requirements of either paragraph (a) or (b) above determined after the winding up of the Company by the persons who were the Directors of the Company at the time the Company was wound up. ^[L]_[SEP]

14.2 Amalgamation

Where it furthers the objects of the Company to amalgamate with any one or more other organisations having similar objects to the objects of the Company, the other organisation or organisations must have rules prohibiting the distribution of its income and property to Members.

15. INDEMNITY

(a) The Company indemnifies each officer of the Company out of the assets of the Company to the relevant extent against any liability incurred by the officer in or arising out of the conduct of the business of the Company or in or arising out of the discharge of the duties of the officer. ^[L]_[SEP]

(b) Where the Board considers it appropriate, the Company may execute a documentary indemnity in any form in favour of any officer of the Company, provided that such terms are not inconsistent with this rule 15. ^[L]_[SEP]

(c) Where the Board considers it appropriate, the Company may:

(i) make payments by way of premium in respect of any contract effecting insurance on behalf or in respect of an officer of the Company against any liability incurred by the officer in or arising out of the conduct of the business of the Company or in or arising out of the discharge of the duties of the officer; and ^[L]_[SEP]

(ii) bind itself in any contract or deed with any officer of the Company to make the payments. ^[L]_[SEP]

(d) Where the Board considers it appropriate, the Company may:

(i) give a former Director access to certain papers, including documents provided or available to the Directors and other papers referred to in those documents; and ^[L]_[SEP]

(ii) bind itself in any contract with a Director or former Director to give the access. ^[L]_[SEP]

(e) In this rule 15:

(i) **officer** means:

(A) a Director or Secretary; or [L]
[SEP]

(B) a person appointed as a trustee by, or acting as a trustee at the request of, the Company, [L]
[SEP] and includes a former officer.

(ii) **duties of the officer** includes, in any particular case where the Board considers it appropriate, duties arising by reason of the appointment, nomination or secondment in any capacity of an officer by the Company to any other corporation.

(iii) to **the relevant extent** means:

(A) to the extent the Company is not precluded by law from doing so; [L]
[SEP]

(B) to the extent and for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under any insurance policy); and [L]
[SEP]

(C) where the liability is incurred in or arising out of the conduct of the business of another corporation or in the discharge of the duties of the officer in relation to another corporation, to the extent and for the amount that the officer is not entitled to be indemnified and is not actually indemnified out of the assets of that corporation. [L]
[SEP]

(iv) **liability** means all costs, charges, losses, damages, expenses, penalties and liabilities of any kind, including legal costs incurred in defending any proceedings (whether criminal, civil, administrative or judicial) or appearing before any court, tribunal, government authority or other body.

16. AMENDING THE CONSTITUTION

This Constitution may only be modified or repealed by a Voting Member Special Resolution