
Constitution of Export Council of Australia

ACN 004 378 287

CONTENTS

1.1	Company limited by guarantee	5
1.2	Objects of the Company	5
1.3	Application of income and property	5
1.4	Certain payments allowed	5
1.5	Replaceable rules	6
1.6	Definitions	6
1.7	Interpretation of this document	7
2.	MEMBERSHIP	8
2.1	Categories of Membership	8
2.2	Admission of Members	8
2.3	Limited liability of Members	8
2.4	Resigning as a Member	8
2.5	Expelling a Member	8
2.6	Membership Subscription	9
3.	DIRECTORS	9
3.1	Number of Directors	9
3.2	No Membership qualification	9
3.3	Composition of the Board	9
3.4	Nominations of Directors	10
3.5	Election by general meeting	10
3.6	Election of Chairman and Deputy Chairmen	10
3.7	One third of Directors retire annually	10
3.8	Time of retirement	10
3.9	Cessation of Director's appointment	10
3.10	Removal from office	11
3.11	Filling of casual vacancies in Board	11
3.12	Too few Directors	11
4.	POWERS OF THE BOARD	11
4.1	Powers generally	11
4.2	Exercise of powers	12
5.	EXECUTING NEGOTIABLE INSTRUMENTS	12
6.	EXECUTIVE OFFICER	12
6.1	Appointment and power of Chief Executive	12
6.2	Termination of appointment of Chief Executive	12
7.	DELEGATION OF BOARD POWERS	13
7.1	Delegation to committee or attorney	13
7.2	Terms of delegation	13
7.3	Powers of attorney	13
7.4	Proceedings of committees	13

8.	DIRECTOR'S DUTIES AND INTERESTS	13
8.1	Compliance with the Act	13
8.2	Conflict of Interest	13
8.3	Obligation of Secrecy	14
9.	DIRECTORS' REMUNERATION	14
9.1	Restriction on payments to Directors	14
9.2	Payments to Directors with Board approval	14
10.	OFFICERS' INDEMNITY AND INSURANCE	15
10.1	Indemnity	15
10.2	Insurance	15
10.3	Former officers	15
11.	BOARD MEETINGS	15
11.1	Convening Board meetings	15
11.2	Notice of Board meeting	15
11.3	Use of technology	16
11.4	Voting where Directors are attending through the use of Technology	16
11.5	Chairing Board meetings	16
11.6	Quorum	16
11.7	Majority decisions	16
11.8	Procedural Rules	16
11.9	Written resolution	16
11.10	Additional provisions concerning written resolutions	17
11.11	Valid proceedings	17
12.	MEETINGS OF MEMBERS	17
12.1	Annual general meeting	17
12.2	Calling meetings of Members	17
12.3	Notice of meeting	17
12.4	Short notice	18
12.5	Postponement or cancellation	18
12.6	Fresh notice	18
12.7	Technology	18
12.8	Accidental omission	18
13.	PROCEEDINGS AT MEETINGS OF MEMBERS	18
13.1	Member present at meeting	18
13.2	Quorum	19
13.3	Quorum not present	19
13.4	Chairing meetings of Members	19
13.5	Attendance at general meetings	19
13.6	Adjournment	19
13.7	Business at adjourned meetings	20
14.	PROXIES, ATTORNEYS AND REPRESENTATIVES	20

14.1	Appointment of proxies	20
14.2	Member's attorney	20
14.3	Deposit of proxy forms and powers of attorney	20
14.4	Corporate representatives	20
14.5	Standing appointments	20
14.6	Suspension of proxy or attorney's powers if Member present	21
14.7	Priority of conflicting appointments of attorney or representative	21
14.8	More than two current proxy appointments	21
14.9	Continuing authority	21
15.	ENTITLEMENT TO VOTE	22
15.1	Number of votes	22
15.2	Casting vote of chairman	22
15.3	Decision on right to vote	22
16.	HOW VOTING IS CARRIED OUT	22
16.1	Method of voting	22
16.2	Demands for a poll	22
16.3	When and how polls must be taken	22
16.4	Postal ballot	23
17.	SECRETARY	23
17.1	Appointment and removal of Secretary	23
17.2	Terms and conditions of office	23
17.3	Removal from office	23
18.	MINUTES	23
18.1	Minutes must be kept	23
18.2	Minutes as evidence	24
18.3	Inspection of minute books	24
18.4	Policy book	24
19.	COMPANY SEALS	24
19.1	Common seal	24
19.2	Use of seals	24
19.3	Fixing seals to documents	24
20.	ACCOUNTS AND AUDIT	25
20.1	Company must keep accounts	25
20.2	Signatories on bank accounts	25
20.3	Financial reporting	25
20.4	Audit	25
20.5	Conclusive reports	25
20.6	Inspection of financial records and books	25
21.	REGISTER OF MEMBERS	25

22.	NOTICES	26
	22.1 Notices by Company	26
	22.2 Overseas Members	26
	22.3 When notice is given	26
	22.4 Business days	27
	22.5 Counting days	27
	22.6 Notices to "lost" Members	27
23.	WINDING UP	27
24.	BY-LAWS	27

CONSTITUTION OF EXPORT COUNCIL OF AUSTRALIA
ACN 004 378 287

1.1 Company limited by guarantee

The Company is limited by guarantee and the liability of Members is limited as provided in this document.

1.2 Objects of the Company

The Objects of the Company are:

- (i) To play a leading role in the development and promotion of Australian Resources to international markets;
- (ii) To equip Australian businesses with the skills and capabilities required to effectively and efficiently conduct profitable international trade of Australian Resources;
- (iii) To make representations for and on behalf of the developers of Australian Resources including:
 - (A) Liaising with the decision makers of policy and regulation on measures that impact on their international competitiveness;
 - (B) Providing advice on the role of export promotion and marketing programs in international markets; and
 - (C) Providing advice to Government on the broader trade policy agenda including multilateral, regional and bi-lateral trade negotiations;
- (iv) To undertake research to identify and quantify the issues affecting the development of profitable international trade activities;
- (v) To interface with and provide support to sector-specific associations and councils representing business engaged in international trade; and
- (vi) To deliver activities that promote a forum for the exchange of ideas and knowledge and reward excellence in export of Australian Resources.

1.3 Application of income and property

Subject to Rules 1.4 and 9.2, the Company must apply its income solely towards promoting the objects of the Company as stated in Rule 1.2. No part of the Company's income may be paid or transferred directly or indirectly by way of dividend bonus or otherwise to Members.

1.4 Certain payments allowed

Rule 1.3 does not prevent the payment of reasonable remuneration to any officer, employee, or consultant of the Company or to any Member of the Company or other

person in return for service rendered to the Company. In addition Rule 1.3 does not prevent the Company paying to any officer, employee, consultant or Member of the Company:

- (i) interest on money lent by the Member to the Company at a rate not exceeding the rate charged by Australian banks for overdrawn accounts;
- (ii) reasonable remuneration for goods supplied by the Member to the Company in the ordinary course of business; and
- (iii) reasonable rent for premises let by the Member to the Company.

1.5 **Replaceable rules**

The replaceable rules referred to in the Act do not apply to the Company and are replaced by the Rules set out in this document.

1.6 **Definitions**

The following definitions apply in this document.

"**Act**" means the Corporations Act.

"**AGM**" means the Annual General Meeting of the company convened under Rule 13.1 herein.

"

"**Australian Resources**" means the agricultural, horticultural, industrial, manufacturing, pastoral, viticulture, aqua-cultural, fishing and other natural resources of Australia and includes the intellectual property, education and other services of Australian resident companies, partnerships, associations or individuals.

"**Board**" means the Directors acting collectively under this document.

"**By-Laws**" means by-laws made by the Board pursuant to Rule 25.

"**Chief Executive**" means the executive director appointed under Rule 6.1.

"**Company**" means Export Council of Australia.

"**Director**" means a person who is, for the time being, a director of the Company.

"**Director Eligibility and Board Composition By-Laws**" means the By-Laws made by the Board pursuant to Rule 3.3.

"**Member**" means a person, partnership, company or association whether incorporated or unincorporated whose name is entered in the Register as a Member of the Company.

"**ordinary resolution**" means a resolution of Members other than a special resolution.

"**Nomination By-Laws**" means the By-Laws made by the Board pursuant to Rule 3.4.

"**Register**" means the register of Members kept as required by Sections 168 and 169.

"**Rule**" means a rule within this Constitution.

"**Secretary**" means, during the term of that appointment, a person appointed as secretary of the Company in accordance with this document.

"**Section**" means a Section of the Act.

"**special resolution**" has the meaning given by Section 9 of the Act.

1.7 Interpretation of this document

Headings and marginal notes are for convenience only, and do not affect interpretation. The following rules also apply in interpreting this document, except where the context makes it clear that a rule is not intended to apply.

A reference to:

- (i) legislation (including subordinate legislation) is to that legislation as amended, modified in relation to the Company, re-enacted or replaced, and includes any subordinate legislation issued under it;
- (ii) a document or agreement, or a provision of a document or agreement, is to that document, agreement or provision as amended, supplemented, replaced or novated;
- (iii) a person includes any type of entity or body of persons, whether or not it is incorporated or has a separate legal identity, and any executor, administrator or successor in law of the person; and
- (iv) anything (including a right, obligation or concept) includes each part of it.

A singular word includes the plural, and vice versa.

A word which suggests one gender includes the other genders.

If a word is defined, another part of speech has a corresponding meaning.

If an example is given of anything (including a right, obligation or concept), such as by saying it includes something else, the example does not limit the scope of that thing.

The word "**agreement**" includes an undertaking or other binding arrangement or understanding, whether or not in writing.

A power to do something includes a power, exercisable in the like circumstances to revoke or undo it.

A reference to a power is also a reference to authority or discretion.

A reference to something being "**written**" or "**in writing**" includes that thing being represented or reproduced in any mode in a visible form.

Words (other than those defined in Rule 1.6) which are defined by the Act have the same meaning in this document.

A reference to a Chapter, Part, Division, or section is a reference to a Chapter, Part, Division or section of the Act.

2. **MEMBERSHIP**

2.1 **Categories of Membership**

Subject to Rules 2.4 and 2.5, the Board may determine categories of Members of the Company.

2.2 **Admission of Members**

The Board shall have absolute discretion as to whether to admit a Member.

2.3 **Limited liability of Members**

If the Company is wound up each Member of the Company undertakes to contribute to the assets of the Company up to an amount not exceeding \$1.00 for payment of the debts and liabilities of the Company including the costs of the winding up. This undertaking continues for one year after a Member ceases to be a Member of the Company.

2.4 **Resigning as a Member**

A Member may resign from the Company by giving written notice to the Board.

2.5 **Expelling a Member**

The Board may, by resolution, expel from the Company any Member:

- (i) who does not comply with this document or any By-laws, Rules or regulations of the Company; or
- (ii) whose conduct in the opinion of the Board is prejudicial to the interests of the Company.

At least 21 days before the Board holds a meeting to expel a Member the Board must send a notice to the Member which states:

- (iii) the allegations against the Member;
- (iv) the proposed resolution for the Member's expulsion;
- (v) that the Member has an opportunity at the meeting to address the allegations either orally or in writing; and
- (vi) that if the Member notifies the secretary in writing at least 48 hours before the meeting at which the resolution is to be considered by the Board, the Member may elect to have the question of that Member's expulsion dealt with by the Company in general meeting.

The Board must expel a Member and instruct the Secretary to remove the Member's name from the Register where:

- (vii) a general meeting is held to expel a Member; and
- (viii) a resolution is passed at the meeting by a majority of two-thirds of those present and voting for the Member to be expelled. The vote must be taken by ballot.

A Member expelled from the Company does not have any claim on the Company, its funds or property.

2.6 **Membership Subscription**

All Members shall pay to the Company an annual subscription fee, the amount of which shall be as prescribed by the Board from time to time for each category of membership.

All subscriptions shall be due and payable on the date determined by the Board.

3. **DIRECTORS**

3.1 **Number of Directors**

The Company must have at least seven Directors and, until otherwise decided by ordinary resolution, not more than 12 Directors.

3.2 **No Membership qualification**

A Director need not be a Member of the Company.

3.3 **Composition of the Board**

The Board must adopt the Director Eligibility and Board Composition By-Laws, which must address the following eligibility criteria:

- (i) one of the following applies:
 - (A) the person has served less than three consecutive terms of office as a Director;
 - (B) in the case of an existing Director who was appointed as Chairman during the most recent term of office, the person has served less than four consecutive terms of office as Director;
 - (C) in the case of a person who has already served the maximum number of consecutive terms of office as relevant under the Rule 3.3(i)(A) or 3.3(i)(B), at least three years has elapsed since the person's last term of office;
- (ii) the person is not ineligible by law for appointment or election to the Board; and
- (iii) the person is neither the Auditor or an employee of the Auditor.

For the purpose of calculating the terms of office under Rule 3.3(i), any terms of office served before 1 July 2012 are ignored, and further, any term that a person has served to fill a casual vacancy is also ignored;

3.4 Nominations of Directors

A person seeking appointment as a Director must be nominated by the Members in accordance with the Nomination By-Laws.

Where the number of persons seeking to fill the positions of director is less than or equal to the vacancies on the Board, then subject to the Director Eligibility and Board Composition By-Laws, those persons are elected as Directors in accordance with Rule 3.5.

Where the number of persons seeking to fill the positions of director exceed the vacancies on the Board, then the candidates shall be elected by a ballot of the Members as determined by the Nomination By-Laws.

3.5 Election by general meeting

Subject to this document, Section 225, and any applicable By-Laws, the Directors nominated, or elected by ballot, will be so elected by the Members in general meeting.

3.6 Election of Chairman and Deputy Chairmen

The Board will elect:

- (i) A Director to chair the Board and the general meetings; and
- (ii) Two Directors to act as deputy chairs.

The Board must decide the period, not exceeding three years, for which the Directors will be appointed to the role of chair or deputy chair.

3.7 One third of Directors retire annually

At each annual general meeting one third (or if that is not a whole number, the whole number nearest to one third) of the Directors who are not Directors subject to confirmation at the AGM under Section 201H, must retire from office and subject to Rule 3.3 may be eligible for re-election.

3.8 Time of retirement

A Director's retirement under Rule 3.7 takes effect at the end of the relevant annual general meeting unless the Director is re-elected at that meeting.

3.9 Cessation of Director's appointment

The office of a Director automatically becomes vacant if the person who holds the office:

- (i) becomes insolvent;
- (ii) is not permitted by the Law (or an order made under the Law) to be a director;

-
- (iii) vacates office by force of Section 201H;
 - (iv) becomes of unsound mind or physically or mentally incapable of performing the functions of that office;
 - (v) fails to attend two consecutive Board meetings without leave of absence from the Board;
 - (vi) resigns by notice in writing to the Company;
 - (vii) is removed from office under Rule 3.10
 - (viii) is excluded from being a Director under this document.

3.10 **Removal from office**

Whether or not a Director's appointment was expressed to be for a specified period, subject to Section 203D the Company by ordinary resolution of the Members may remove a Director from office.

3.11 **Filling of casual vacancies in Board**

- (a) If a casual vacancy occurs in the Board pursuant to the Rules 3.9 and 3.10, the vacancy shall be filled at the next general meeting if this is scheduled to occur within 60 days of the date of the vacancy occurring, and if there is not a general meeting scheduled to be held in that period, the casual vacancy shall be filled by a resolution of the board.
- (b) When filling a casual vacancy in accordance with this Rule, the provisions of Section 201H and Rule 3.3 applies.

3.12 **Too few Directors**

If the number of Directors is reduced below the minimum required by Rule 3.1, the continuing Directors may act as the Board only:

- (i) to appoint Directors up to that minimum number;
- (ii) to convene a meeting of Members; and
- (iii) in emergencies.

4. **POWERS OF THE BOARD**

4.1 **Powers generally**

Except as otherwise required by the Law, any other applicable law or this document, the Board:

- (i) has power and responsibility to manage the business of the Company;

-
- (ii) may approve the Company's involvement in any ventures that in the Board's opinion, is for the benefit of the Company and not inconsistent with the Company objects in Rule 1.2; and
 - (iii) may exercise every right, power or capacity of the Company except those required to be exercised by Members in general meeting.

4.2 **Exercise of powers**

A power of the Board can be exercised only:

- (i) by resolution passed at a meeting of the Board or otherwise in accordance with Rule 11; or
- (ii) in accordance with a delegation of the power under Rule 6 or 7.

5. **EXECUTING NEGOTIABLE INSTRUMENTS**

The Board must decide the manner (including the use of facsimile signatures if thought appropriate) in which negotiable instruments can be executed, accepted or endorsed for and on behalf of the Company. The Company may execute, accept, or endorse negotiable instruments only in the manner decided by the Board.

6. **EXECUTIVE OFFICER**

6.1 **Appointment and power of Chief Executive**

The Board may appoint an Chief Executive either for a specified term (but not for life) or without specifying a term. The Chief Executive need not be a Director or Member of the Company and may be appointed as a consultant to the Company.

Where that person is a Director, their title shall be Executive Director.

Notwithstanding Rule 7.1, the Board may delegate any of the powers of the Board to the Chief Executive :

- (i) on the terms and subject to any restrictions the Board decides; and
- (ii) so as to be concurrent with, or to the exclusion of, the powers of the Board, and may revoke the delegation at any time.

6.2 **Termination of appointment of Chief Executive**

The appointment of a Chief Executive as a Director terminates if the Board removes the Chief Executive from the office of Chief Executive (which, subject to any contract between the Company and the Chief Executive , the Board has power to do), whether or not the appointment was expressed to be for a specified term.

7. DELEGATION OF BOARD POWERS

7.1 Delegation to committee or attorney

The Board may delegate any of its powers:

- (i) to a committee consisting of at least one Director which may also include people who are not Directors; or
- (ii) to an attorney;
- (iii) and may revoke a delegation previously made whether or not the delegation is expressed to be for a specified period.

7.2 Terms of delegation

A delegation of powers under Rule 7.1 may be made:

- (i) for a specified period or without specifying a period; and
- (ii) on the terms (including power to further delegate) and subject to any restrictions the Board decides.

Power exercised in accordance with a delegation of the Board is treated as exercised by the Board.

7.3 Powers of attorney

A power of attorney under Rule 7.1 may contain the provisions for the protection and convenience of those who deal with the attorney that the Board thinks appropriate.

7.4 Proceedings of committees

Subject to the terms on which a power of the Board is delegated to a committee, the meetings and proceedings of committees are, to the greatest extent practical, governed by the Rules of this document which regulate the meetings and proceedings of the Board.

8. DIRECTOR'S DUTIES AND INTERESTS

8.1 Compliance with the Act

Each Director must comply with his or her obligations under the Act including without limitation Division 1 and Division 2 of Part 2D.1 of the Act.

8.2 Conflict of Interest

The Board shall, agree from time to time in writing on its policy for the regulation of conflicts of interest, which shall include a requirement that Directors only be engaged to provide goods or services to or on behalf of the Company if:

- (i) that Director is for bona fide reasons considered by Board, agreed to be a suitable person to provide, such goods or services;

-
- (ii) bona fide attempts have been made to identify others who provide the goods or services and to compare rates and service levels of such others compared with the Director's rates and service levels;
 - (iii) the goods or services are provided on arms-length terms;
 - (iv) the provision of the goods and services is disclosed clearly and expressly to the Members in the annual report of the Company; and
 - (v) the Board agrees by ordinary resolution (excluding the interested Director) to the provision of the goods or services by the Director.

8.3 **Obligation of Secrecy**

Every Director and Secretary must keep the transactions and affairs of the Company and the state of its accounts confidential unless required to disclose them:

- (i) in the course of duties as an officer of the Company;
- (ii) by the Board or the Company in general meeting; or
- (iii) by law.

The Company may require a Director, Secretary, auditor, trustee, committee member or other person engaged by it to sign a confidentiality undertaking consistent with this Rule. A Director or Secretary must do so if required by the Company.

9. **DIRECTORS' REMUNERATION**

9.1 **Restriction on payments to Directors**

Subject to Rule 9.2 and Rule 10 the Company must not pay fees or other remuneration to a Director.

9.2 **Payments to Directors with Board approval**

With the approval of the Board the Company may pay to a Director:

- (i) reasonable expenses (including travelling and accommodation) incurred in carrying out duties as a Director;
- (ii) reasonable remuneration for any service rendered by the Director to the Company;
- (iii) reasonable remuneration where the Director is an employee of the Company and the terms of employment have been approved by the Board;
- (iv) interest on money lent by the Director to the Company at a rate not exceeding the rate charged by Australian banks for overdrawn accounts;

(v) reasonable remuneration for goods supplied by the Director to the Company in the ordinary course of business; and

(vi) reasonable rent for premises lent by the Director to the Company.

10. **OFFICERS' INDEMNITY AND INSURANCE**

10.1 **Indemnity**

Subject to Section 199A, the Company must, to the extent the person is not otherwise indemnified, indemnify every officer of the Company and its wholly owned subsidiaries and may indemnify its auditor against a liability:

(i) incurred as officer or auditor to a person other than the Company or a related body corporate (including a liability incurred as a result of appointment or nomination by the Company or subsidiary as a trustee or as an officer of another corporation) unless the liability arises out of conduct involving a lack of good faith; and

(ii) for costs and expenses incurred in defending civil or criminal proceedings in which judgement is given in favour of that person or in which that person is acquitted, or in connection with an application in relation to those proceedings in which the court grants relief to that person under the Law.

10.2 **Insurance**

Subject to Section 199B, the Company may enter into, and pay premiums on, a contract of insurance in respect of any person.

10.3 **Former officers**

The indemnity in favour of officers under Rule 10.1 is a continuing indemnity. It applies in respect of all acts done by a person while an officer of the Company or a wholly owned subsidiary of the Company even though the person is not an officer at the time the claim is made.

11. **BOARD MEETINGS**

11.1 **Convening Board meetings**

A Director may at any time, and the Secretary must on request from a Director, convene a Board meeting.

11.2 **Notice of Board meeting**

The convenor of each Board meeting:

(i) must give reasonable notice of the meeting (and, if it is adjourned, of its resumption) individually to:

(ii) each Director who is in Australia; and

(iii) may give that notice orally (including by telephone) or in writing,

but failure to give notice to, or non-receipt of notice by, a Director does not result in a Board meeting being invalid.

11.3 Use of technology

A Board meeting may be held using any means of audio or audio-visual communication by which each Director participating can hear and be heard by each other Director participating or in any other way permitted by Section 248D. A Board meeting held solely or partly by technology is treated as held at the place at which the greatest number of the Directors present at the meeting is located or, if an equal number of Directors is located in each of two or more places, at the place where the chairman of the meeting is located.

11.4 Voting where Directors are attending through the use of Technology

At a board meeting where some or all the Directors are attending through the use of technology pursuant to Rule 11.3, the Chairman will allow sufficient time for each Director to indicate approval or dissent to each resolution considered by the Board.

11.5 Chairing Board meetings

If there is no chairman of Directors or the chairman is not present within 15 minutes after the time for which a Board meeting is called or is unwilling to act, the Directors present must elect a Director present to chair the meeting.

11.6 Quorum

Unless the Board decides otherwise, the quorum for a Board meeting is six Directors and a quorum must be present for the whole meeting. A Director is treated as present at a meeting held by audio or audio-visual communication if the Director is able to hear and be heard by all others attending. If a meeting is held in another way permitted by Section 248D, the Board must resolve the basis on which Directors are treated as present.

11.7 Majority decisions

A resolution of the Board must be passed by a majority of the votes cast by Directors entitled to vote on the resolution. If an equal number of votes is cast for and against a resolution, the matter is decided in the negative.

11.8 Procedural rules

The Board may adjourn and, subject to this document, otherwise regulate its meetings as it decides.

11.9 Written resolution

If all the Directors entitled to receive notice of a Board meeting and to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document, a Board resolution in those terms is passed at the time when the last Director signs.

11.10 Additional provisions concerning written resolutions

For the purpose of Rule 11.9:

- (i) two or more separate documents in identical terms, each of which is signed by one or more Directors, are treated as one document;
- (ii) a telex, telegram, facsimile or electronic message containing the text of the document expressed to have been signed by a Director that is sent to the Company is a document signed by that Director at the time of its receipt by the Company.

11.11 Valid proceedings

Each resolution passed or thing done by, or with the participation of, a person acting as a Director or member of a committee is valid even if it is later discovered that:

- (i) there was a defect in the appointment of the person; or
- (ii) the person was disqualified from continuing in office, voting on the resolution or doing the thing.

12. MEETINGS OF MEMBERS

12.1 Annual general meeting

The Company must hold an annual general meeting at least once in each calendar year and within five months after the end of its financial year as required by Section 250N.

12.2 Calling meetings of Members

The Board or a Director may at any time, and the Board must when requested by Members under Section 249D or when ordered by the Court under Section 249G, convene a meeting of Members.

12.3 Notice of meeting

Subject to Rule 12.4 at least 21 days' written notice of a meeting of Members must be given individually to:

- (i) each Member (whether or not the Member is entitled to vote at the meeting);
- (ii) each Director; and
- (iii) to the auditor.

The notice of meeting must comply with Section 249L and may be given in any manner permitted by Section 249J(3).

12.4 **Short notice**

Subject to Sections 249H(3) and (4):

- (i) if the Company has elected to convene a meeting of Members as the annual general meeting, if all the Members entitled to attend and vote agree; or
- (ii) otherwise, if Members who together have power to cast at least 95% of the votes that may be cast at the meeting agree,

a resolution may be proposed and passed at a meeting of which less than 21 days' notice has been given.

12.5 **Postponement or cancellation**

Subject to Sections 249D(5) and 250N, the Board may:

- (i) postpone a meeting of Members;
- (ii) cancel a meeting of Members; or
- (iii) change the place for a general meeting

by written notice given individually to each person entitled to be given notice of the meeting.

12.6 **Fresh notice**

If a meeting of Members is postponed or adjourned for one month or more, the Company must give new notice of the resumed meeting.

12.7 **Technology**

The Company may hold a meeting of Members at two or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate.

12.8 **Accidental omission**

The accidental omission to give notice to, or the non-receipt of notice by, any of those entitled to it does not invalidate any resolution passed at a meeting of Members.

13. **PROCEEDINGS AT MEETINGS OF MEMBERS**

13.1 **Member present at meeting**

If a Member has appointed a proxy or attorney or (in the case of a Member which is a body corporate) a representative to act at a meeting of Members, that Member is taken to be present at a meeting at which the proxy, attorney or representative is present.

13.2 **Quorum**

The quorum for a meeting of Members is 10 Members. Each individual present may only be counted once toward a quorum.

13.3 **Quorum not present**

If a quorum is not present within 15 minutes after the time for which a meeting of Members is called:

- (i) if called as a result of a request of Members under Section 249D, the meeting is dissolved; and
- (ii) in any other case:
- (iii) the meeting is adjourned to the day, time and place that the Board decides and notifies to Members, or if no decision is notified before then, to the same time on the same day in the next week at the same place; and
- (iv) if a quorum is not present at the adjourned meeting, the meeting is dissolved.

13.4 **Chairing meetings of Members**

If the Board has appointed a Director to chair Board meetings, that Director may also chair meetings of Members. If:

- (i) there is no Director who the Board has appointed to chair Board meetings for the time being; or
- (ii) the Director appointed to chair Board meetings is not present at the time for which a meeting of Members is called or is not willing to chair the meeting,

the Members present must elect a Member or Director present to chair the meeting.

13.5 **Attendance at general meetings**

Every Member has the right to attend all meetings of Members.

Every Director has the right to attend and speak at all meetings of Members of the Company.

The Auditor has the right to attend any meeting of Members of the Company and to speak on any part of the business of the meeting which concerns the Auditor in the capacity of Auditor.

13.6 **Adjournment**

Subject to Rule 12.6, the chairman of a meeting of Members at which a quorum is present:

- (i) may; and
- (ii) must, if directed by ordinary resolution of the meeting,

adjourn it to another time and place.

13.7 **Business at adjourned meetings**

The only business that may be transacted at a meeting resumed after an adjournment is the business left unfinished immediately before the adjournment.

14. **PROXIES, ATTORNEYS AND REPRESENTATIVES**

14.1 **Appointment of proxies**

A Member may appoint a proxy to attend and act for the Member at a meeting of Members. An appointment of proxy must be made by written notice to the Company:

- (i) that complies with Section 250A(1); or
- (ii) in any other form and mode that is, and is signed or acknowledged by the Member in a manner, satisfactory to the Board.

14.2 **Member's attorney**

A Member may appoint an attorney to act, or to appoint a proxy to act, at a meeting of the Company. If the appointor is an individual, the power of attorney must be signed in the presence of at least one witness.

14.3 **Deposit of proxy forms and powers of attorney**

An appointment of a proxy or power of attorney is not effective for a particular meeting of Members unless:

- (i) in the case of a proxy, the proxy form and, if it is executed by an attorney, the relevant power of attorney or a certified copy of it; and
- (ii) in the case of an attorney, the power of attorney or a certified copy of it,

is received by the Company at its registered office or a fax number at that office (or another address specified for the purpose in the relevant notice of meeting) at least 48 hours before the time for which the meeting was called or, if the meeting has been adjourned, before the meeting is resumed.

14.4 **Corporate representatives**

A Member that is a body corporate may appoint an individual to act as its representative at meetings of Members as permitted by Section 250D.

14.5 **Standing appointments**

A Member may appoint a proxy, attorney or representative to act at a particular meeting of Members or make a standing appointment and may revoke any appointment. A proxy, attorney or representative may, but need not, be a Member.

14.6 Suspension of proxy or attorney's powers if Member present

A proxy or attorney has no power to act for a Member at a meeting at which the Member is present:

- (i) in the case of an individual, in person; or
- (ii) in the case of a body corporate, by representative.

A proxy has no power to act for a Member at a meeting at which the Member is present by attorney.

14.7 Priority of conflicting appointments of attorney or representative

If more than one attorney or representative appointed by a Member is present at a meeting of Members and the Company has not received notice of revocation of any of the appointments:

- (i) an attorney or representative appointed to act at that particular meeting may act to the exclusion of an attorney or representative appointed under a standing appointment; and
- (ii) subject to Rule 14.7 (a), an attorney or representative appointed under a more recent appointment may act to the exclusion of an attorney or representative appointed earlier in time.

14.8 More than two current proxy appointments

An appointment of proxy by a Member is revoked (or, in the case of a standing appointment, suspended for that particular meeting) if the Company receives a further appointment of proxy from that Member which would result in there being more than two proxies of that Member entitled to act at a meeting. The appointment of proxy made first in time is the first to be treated as revoked or suspended by this Rule.

14.9 Continuing authority

An act done at a meeting of Members by a proxy, attorney or representative is valid even if, before the act is done, the appointing Member:

- (i) dies or becomes mentally incapacitated;
- (ii) becomes bankrupt or an insolvent under administration or is wound up; or
- (iii) revokes the appointment or the authority under which the appointment was made by a third party,

unless the Company has received written notice of the matter before the start or resumption of the meeting at which the vote is cast.

15. ENTITLEMENT TO VOTE

15.1 Number of votes

Each Member has the number of votes as is determined by the Board annually in accordance with the Member's membership category.

15.2 Casting vote of chairman

If an equal number of votes is cast for and against a resolution at a meeting of Members, the chairman does not have a casting vote.

15.3 Decision on right to vote

A Member or Director may challenge a person's right to vote at a meeting of Members. A challenge may only be made at the meeting. A challenge, or any other doubt as to the validity of a vote, must be decided by the Chairman, whose decision is final.

16. HOW VOTING IS CARRIED OUT

16.1 Method of voting

A resolution put to the vote at a meeting of Members must be decided on a show of hands unless a poll is demanded under Rule 16.2 either before or on declaration of the result of the vote on a show of hands. Where the meeting involves the use of technology under Rule 12.7, the Chairman will allow sufficient time for Members to indicate approval or dissent to any resolution. Unless a poll is demanded, the Chairman's declaration of a decision on a show of hands is final.

16.2 Demands for a poll

A poll may be demanded on any resolution except a resolution concerning the election of the Chairman of a meeting by:

- (i) at least two Members entitled to vote on the resolution; or
- (ii) the Chairman.

The demand for a poll does not affect the continuation of the meeting for the transaction of other business and may be withdrawn.

16.3 When and how polls must be taken

If a poll is demanded:

- (i) if the resolution is for the adjournment of the meeting, the poll must be taken immediately and, subject to Rule 16.3(iii), in the manner that the Chairman of the meeting directs;
- (ii) in all other cases, the poll must be taken at the time and place and, subject to Rule 16.3(iii), in the manner that the Chairman of the meeting directs;

-
- (iii) votes which Section 250A(4) requires to be cast in a given way must be treated as cast in that way;
 - (iv) a person voting who has the right to cast two or more votes need not cast all those votes and may cast those votes in different ways; and
 - (v) the result of the poll is the resolution of the meeting at which the poll was demanded.

16.4 **Postal ballot**

Notwithstanding any other provision of this document, to the extent permitted by law, a resolution of Members decided by postal ballot is as valid and effective as if it had been passed at a general meeting duly called and constituted.

All postal ballots must be held in such a manner as to provide a reasonable opportunity for Members to cast a vote and otherwise in the manner prescribed from time to time in By-Laws of the Board.

A postal ballot may be held by electronic means.

17. **SECRETARY**

17.1 **Appointment and removal of Secretary**

The Board may appoint a Secretary of the Company either for a specified term or without specifying a term. The Chief Executive may be the Secretary of the Company.

17.2 **Terms and conditions of office**

A Secretary holds office on the terms (including as to remuneration) that the Board decides. The Board may vary any decision previously made by it in respect of a Secretary.

17.3 **Removal from office**

Subject to any contract between the Company and the Secretary, the Board may remove a Secretary from that office whether or not the appointment was expressed to be for a specified term.

18. **MINUTES**

18.1 **Minutes must be kept**

The Board must cause minutes of:

- (i) proceedings and resolutions of meetings of the Company's Members;
- (ii) the name of Directors present at each Board meeting or committee meeting;
- (iii) proceedings and resolutions of Board meetings (including meetings of a committee to which Board powers are delegated under Rule 7); and

(iv) resolutions passed by Directors without a meeting,

to be kept in accordance with Section 251A which requires that the minutes be signed within one month of the meeting.

18.2 Minutes as evidence

A minute recorded and signed in accordance with Section 251A is evidence of the proceeding, resolution or declaration to which it relates unless the contrary is proved.

18.3 Inspection of minute books

The Company must allow Members to inspect, and provide copies of the minute books for the meetings of Members in accordance with Section 251B.

18.4 Policy book

The Company must record and maintain a record of all business plans and policies of the Company determined by the Board in a separate book. This record should also note the date of the determination of the policy and the history of the determination of the policy.

19. COMPANY SEALS

19.1 Common seal

The Board:

- (i) may decide whether or not the Company has a common seal; and
- (ii) is responsible for the safe custody of that seal (if any) and any duplicate seal it decides to adopt under Section 123(2).

19.2 Use of seals

The common seal and duplicate seal (if any) may only be used with the authority of the Board. The Board must not authorise the use of a seal that does not comply with Section 123.

19.3 Fixing seals to documents

The fixing of the common seal, or any duplicate seal, to a document must be witnessed:

- (i) by two Directors;
- (ii) by any other signatories or in any other way (including the use of facsimile signatures) authorised by the Board.

20. ACCOUNTS AND AUDIT

20.1 Company must keep accounts

The Board must cause the Company to keep written financial records that:

- (i) correctly record and explain its transactions (including transactions undertaken as trustee) and financial position and performance; and
- (ii) would enable true and fair financial statements to be prepared and audited,

and must allow a Director and the auditor to inspect those records at all reasonable times.

20.2 Signatories on bank accounts

The Board shall appoint the signatories and authorities on the Company's bank accounts from time to time.

20.3 Financial reporting

The Board must cause the Company to prepare a financial report and a Directors' report that comply with Part 2M.3 and must report to Members in accordance with Section 314 no later than the deadline set by Section 315.

20.4 Audit

The Board must cause the Company's financial report for each financial year to be audited and obtain an auditor's report. The eligibility, appointment, removal, remuneration, rights and duties of the auditor are regulated by Sections 324 to 334 inclusive and 1278, 1280 and 1289.

20.5 Conclusive reports

Audited financial reports laid before the Company in general meetings are conclusive except as regards errors notified to the Company within three months after the relevant general meeting. If the Company receives notice of an error within that period, it must immediately correct the report and the report as corrected is then conclusive.

20.6 Inspection of financial records and books

Subject to Rule 18.3 and Section 247A, a Member who is not a Director does not have any right to inspect any document of the Company except as authorised by the Board or by ordinary resolution.

21. REGISTER OF MEMBERS

The Company must maintain a register of Members.

In accordance with Section 169, the register must contain the following information:

- (i) the name and address of each Member;

-
- (ii) the date on which the entry of the Member's name in the register is made;
 - (iii) the name and details of each person who stopped being a Member of the Company within the last seven years;
 - (iv) the date on which the person stopped being a Member; and
 - (v) an index of Member's names where the company has more than 50 Members (and the register itself is not kept in a form that operates effectively as an index).

22. NOTICES

22.1 Notices by Company

A notice is properly given by the Company to a person if it is:

- (i) in writing signed on behalf of the Company (by original or printed signature);
- (ii) addressed to the person to whom it is to be given; and
- (iii) either
 - (A) delivered personally;
 - (B) sent by pre-paid mail (by airmail, if the addressee is overseas) to that person's address; or
 - (C) sent by fax to the fax number (if any) nominated by that person; or
 - (D) sent by electronic message to the electronic address (if any) nominated by that person.

22.2 Overseas Members

A Member whose registered address is not in Australia may notify the Company in writing of an address in Australia to which notices may be sent.

22.3 When notice is given

A notice to a person by the Company is regarded as given and received:

if it is delivered personally or sent by fax or electronic message:

- (i) by 5.00 pm (local time in the place of receipt) on a business day - on that day; or
- (ii) after 5.00 pm (local time in the place of receipt) on a business day, or on a day that is not a business day - on the next business day; and

if it is sent by mail:

- (iii) within Australia - three business days after posting; or

(iv) to a place outside Australia - seven business days after posting.

A certificate in writing signed by a Director or Secretary of the Company stating that a notice was sent is conclusive evidence of service.

22.4 **Business days**

For the purposes of Rule 22.3, a business day is a day that is not a Saturday, Sunday or public holiday in the place to which the notice is sent.

22.5 **Counting days**

If a specified period must pass after a notice is given before an action may be taken, neither the day on which the notice is given nor the day on which the action is to be taken may be counted in reckoning the period.

22.6 **Notices to "lost" Members**

If:

- (i) on two or more consecutive occasions a notice served on a Member in accordance with this Rule is returned unclaimed or with an indication that the Member is not known at the address to which it was sent; or
- (ii) the Board believes on other reasonable grounds that a Member is not at the address shown in the Register or notified to the Company under Rule 22.2,

the Company may give effective notice to that Member by exhibiting the notice at the Company's registered office for at least 48 hours.

This Rule ceases to apply if the Member gives the Company notice of a new address.

23. **WINDING UP**

If after the winding up or dissolution of the company there remains, after the satisfaction of all its debts and liabilities, any property the same shall not be paid to or distributed among the Members of the Company but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property among its Members, such institution or institutions to be determined by the Members of the Company at or before time of dissolution or in default thereof by application to a court of competent jurisdiction for determination.

24. **By-Laws**

The Board may make, adopt, amend or repeal By-Laws with respect to any matter or thing for the purpose of giving effect to any provision of this Constitution or generally for the purposes of carrying out the objects of the Company, which By-Laws are binding on the Members.

To the extent of any inconsistency, this Constitution prevails over the By-Laws.
