

Constitution

Nillumbik Community
Health Service Ltd

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Constitution Definitions and interpretation

A Definitions

In this Constitution unless the contrary intention appears:

Alternate Director means a person appointed as an Alternate Director under article 13.

Associate Member means a person in the register of Members as an Associate Member of the Company who has no right to vote.

Auditor means a person appointed under article 16.2 as an auditor of the Company.

Board Meeting means a meeting of the Board of Directors.

Chair means the chairperson of a General Meeting or of a Board Meeting.

Chief Executive Officer means a person appointed as Chief Executive Officer under article 14.

Committee means a committee of Directors constituted under article 12.

Company means Nillumbik Community Health Service Limited

Constitution means this Constitution as amended from time to time, and a reference to an article is a reference to an article of this Constitution.

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a person holding office as a Director and where appropriate includes an Alternate Director.

Directors means all or some of the Directors acting as a Board.

Financial Year means the period from 1 July to 30 June.

General Meeting means an Annual General Meeting or a special General Meeting of the Company.

Member means an Associate Member, a Voting Member or a member of class of members established under article 4.6.

Registered Office means the registered office of the Company.

Representative means a person appointed to represent a corporate Member at a General Meeting in accordance with the Corporations Act.

Secretary means a person appointed under article 15 as a Secretary of the Company, and where appropriate includes an acting Secretary and a person appointed by the Directors to perform all

Specialist Directors means each and any of the three Directors appointed by the Board of Directors in accordance with article 10.7.

Tax Act means the Income Tax Assessment Act 1997 (Cth).

Voting Member means a person entered in the register of Members as a voting member of the Company who has the right to vote at meetings.

B Interpretation

In this Constitution unless the contrary intention appears:

- (a) (gender) words importing any gender include all other genders;
- (b) (person) the word person includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;
- (c) (singular includes plural) the singular includes the plural and vice versa;
- (d) (meaning not limited) a reference to the words “include”, “including”, “for example” or “such as”, when introducing an example, does not limit the meaning of the words to which the example relates to that example or examples of a similar kind;
- (e) (regulations) a reference to a law includes regulations and instruments made under the law;
- (f) (amendments to statutes) a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by the State or the Commonwealth of Australia or otherwise;
- (g) (from time to time) a power, an authority or a discretion reposed in a Director, the Directors, the Company in General Meeting or a Member may be exercised at any time and from time to time;
- (h) (signed) where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or by any State or Commonwealth law relating to electronic transmissions or in any other manner approved by the Directors;
- (i) (writing) “writing” and “written” includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise; and
- (j) (currency) a reference to \$ is a reference to the lawful currency of Australia.

C Corporations Act

In this Constitution unless the contrary intention appears:

- (a) an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Corporations Act, the same meaning as in that provision of the Corporations Act;
- (b) in the case of a conflict between the Constitution Rule and the Corporations Act, the Corporations Act prevails to the extent of the conflict; and
- (c) “section” means a section of the Corporations Act.

D Headings and articles

Headings are inserted for convenience and are not to affect the interpretation of this Constitution.

This Constitution is divided into articles as indicated by its Contents.

F Replaceable rules not to apply

The provisions of the Corporations Act that apply as replaceable rules are displaced by this Constitution and accordingly do not apply to the Company.

Corporations Act 2001

Public Company Limited by Guarantee

Nillumbik Community Health Service Limited

ACN:

1. Nature of Company and liability

Nature of Company

1.1 The Company is a Public Company Limited by Guarantee.

Liability of Voting Members and guarantee on winding up

1.2 The liability of the Voting Members is limited. Every Voting Member undertakes to contribute \$5.00 to the assets of the Company if it is wound up while he or she is a Voting Member, or within one year afterwards.

2 Objects

2.1 The Company has the following objects:

2.1.1 To promote the health of the people of the area served by providing a range of health services and programs, and by promoting social justice and equity as pre-requisites for health and adopting advocacy and mediation as the processes for their achievement.

Specifically the Service aims to work towards the achievement of the following goals:

- A. The development of healthy public policies.
- B. The creation of supportive environments.
- C. The development of personal skills.
- D. The strengthening of community action.
- E. The re-orientation of health services to prevent illness and promote health

2.1 .2 To raise money to further the aims of the Company and to secure sufficient funds for the purposes of the Company.

2.1.3 To receive any funds and to distribute these funds in a manner that best attains the objects of the Company.

2.1.4 To do all such things as are incidental or conducive to the attainment of all or any of the objects of the Company.

3 Membership

Classes of Membership

3.1 The membership of the Company will be divided into the following classes of membership:

3.1.1 Voting Member - Limited in number to 50

3.1.2 Associate Member - Unlimited in number

Voting Members and Associate Members

3.2 A Voting Member of the Company is:

3.2.1 An individual over the age of 18 years who is interested in the work and welfare of the Company and has been entered in the register of Members as a Voting Member of the Company who has the right to vote at meetings

3.2.2 a person whose application has been approved by the Directors and complies with articles 3.5 to 3.17

3.3 An Associate Member of the Company is:

3.3.1 an individual over the age of 18 years who is interested in the work and welfare of the Company and who is not eligible to be a Voting Member

3.3.2 a person whose application has been approved by the Directors and complies with articles 3.5, 3.6.3 to 3.17

3.3.2 any body corporate or other association comprised of persons with relevant interests, skills and expertise, who the Directors in their discretion consider suitable for membership of the Company.

Membership

3.4 The Members of the Company are the initial Members as identified in the application for incorporation of the Company to the Australian Securities and Investments Commission and such other persons as the Company admits to membership in accordance with this document.

Application for membership

3.5 Subject to articles 3.2 and 3.3, any individual who is at least 18 years old at the date of application may apply to be a Voting Member or an Associate Member of the Company.

Members

3.6 Members must do all of the following:

3.6.1 Apply to be a member in accordance with article 3.9

3.6.2 All members must renew their membership on an annual basis

3.6.3 Otherwise comply with this Constitution.

3.7 Voting Member

3.7.1 Pay the application fee determined in accordance with article 4.1.

3.7.2 In order to maintain Membership, pay the annual subscription in accordance with article 4.2.

3.7.3 A Voting Member has the right to receive notices of and to attend and be heard at any General Meeting and has the right to vote at any General Meeting.

3.8 Associate Member

An Associate Member has the right to receive notices of and to attend and be heard at any General Meeting but does not have the right to vote at any General Meeting.

Form of application

3.9 An application for Membership must comply with the following requirements:

3.9.1 It must be signed by the applicant.

3.9.2 It must be accompanied by such documents or evidence as to qualification for the category of membership applied for as the Directors determine.

3.9.3 It must be accompanied by an application fee determined in accordance with article 4.1.

Admission to Membership

3.10 The Directors must consider an application for Membership as soon as practicable after its receipt and determine, in their discretion, the admission or rejection of the applicant.

3.11 The Directors may at their discretion determine the category of Membership suitable for an applicant.

3.12 The Directors do not have to give reasons for rejecting an application or granting a particular category of Membership.

3.13 If an application for Membership is rejected, any application fee and the annual subscription must be refunded to the applicant.

3.14 If an applicant is accepted for Membership the Secretary must notify the applicant of admission in the form of a receipt for the application fee, if any, and annual subscription or in such other form as the Directors determine and the name and details of the applicant must be entered in the Register.

Register of Members

3.15 A register of the Members of the Company must be kept in accordance with the Corporations Act.

3.16 The following details must be entered in the Register in respect of each Member:

3.16.1 The full name of the Member [including the ACN of a corporate Member].

3.16.2 The address, telephone, email address and facsimile number, if any, of the Member.

3.16.3 The category of Membership.

3.16.4 The date of admission to and cessation of Membership.

3.16.5 The date of last payment of the Member's annual subscription.

- 3.16.6 In the case of a Member other than an individual the full name, address and facsimile number, if any, of its corporate representative.
- 3.16.7 Such other information as the Directors require.
- 3.17 Each Member must notify the Secretary in writing of any change in that person's name, address, telephone or facsimile number within one month after the change.

4 Application fee and Annual Subscription

Application fee

- 4.1 The application fee payable by each applicant for Membership as a Voting Member is such sum as the Directors prescribe from time to time in respect of each category of Membership.

Annual subscription

- 4.2 The annual subscription payable by a Voting Member is such sum as the Directors prescribe from time to time in respect of each category of Membership.
- 4.3
- 4.3.1 Annual subscription of \$5.00 for the Voting Members is due and payable by 30th June of each year.
- 4.3.2 Annual subscriptions of Associate Members is nil
- 4.4 Directors may waive fees of Voting Members based on financial disadvantage.

Unpaid Annual Subscriptions

- 4.5 A Voting Member ceases to be entitled to any of the rights or privileges of membership if the annual subscription of a Voting Member remains unpaid for two months after it becomes payable and a notice of default is given to the Voting Member pursuant to a resolution of the Directors. However, the rights or privileges of membership may be reinstated on payment of all arrears if the Directors think fit to do so

Directors may create and vary classes and class rights

- 4.6 The Directors may, subject to this Constitution and the Corporations Act:
- 4.6.1 prescribe (and revoke or amend) the criteria for membership (including for any classes of membership) but, by doing so, do not become obliged to accept persons fulfilling those criteria as Members or Members of a class:
- 4.6.2 establish any new class of Members and define the rights, restrictions and obligations of Members in that class; and
- 4.6.3 vary or cancel the rights, restrictions and obligations of Members in any new or existing class, if:
- 4.6.3.1 at least 75% of the Members of that class give their written consent; or
- 4.6.3.2 a special resolution to that effect is passed at a separate meeting of those Members.

The articles of General Meetings apply to meetings of a class of Members so far as they are capable of application and with the necessary changes to every separate meeting.

5 Removal and cessation of membership

Resignation

- 5.1 A Member may resign from membership of the Company by giving written notice to the Secretary.
- 5.2 The resignation of a Member is deemed to take effect from the date of receipt of the notice of resignation or such later date as is provided in the notice.

Failure to pay

- 5.3 If a Voting Member has not paid all arrears of annual subscriptions in accordance with article 4.3 or, if paid, the Voting Member's rights and privileges are not reinstated, both of the following applies in respect of that Member:
- 5.3.1 The Member remains liable for all the obligations and liabilities of membership for six months after the date of notification under article 4.5.
- 5.3.2 The Member ceases to be a Member and the Member's name must be removed from the Register at the end of the six month period.

Ceasing to be a Member

- 5.4 A person ceases to be a Member on:
- 5.4.1 resignation: or
- 5.4.2 in the case of a natural person:
- 5.4.2.1 death;
- 5.4.2.2 becoming bankrupt or insolvent or making an arrangement or composition with creditors of the person's joint or separate estate generally;
- 5.4.2.3 becoming of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health; or
- 5.4.2.4 the termination of the person's membership by the Directors or by the Company in General Meeting in accordance with this Constitution; and
- 5.4.3 in the case of a body corporate:
- 5.4.3.1 being dissolved or otherwise ceasing to exist;
- 5.4.3.2 having a liquidator or provisional liquidator appointed to it; or
- 5.4.3.3 being insolvent.
- 5.5 The Directors will be required to provide at least two month's written notice to any Member of any intention to remove the person from the Register so as to enable the

Member to provide any written representations to the Company

- 5.6 Where any written representations are made by the Member and the Member requests that the representations be notified to Members of the Company, the Company must do both of the following:
- 5.6.1 State, in any notice of the resolution given to Voting Members of the Company, that the representations have been made.
 - 5.6.2 Send a copy of the representations to every Voting Member of the Company to whom the notice of the meeting has been or is sent.
- 5.7 The requirements in article 5.6 do not apply to the company if the representations are received by it too late for it to satisfy those requirements.
- 5.8 If a copy of the representations is not so sent because they were received too late or because of the Company's default, the Member may, without affecting any right to be heard orally, require the representations be read out at the meeting.
- 5.9 Copies of the representations need not be sent out and the representations need not be read out at the meeting if the Directors are satisfied on reasonable grounds that the rights conferred by article 5.5 are being abused to secure needless publicity for a defamatory matter.
- 5.10 The Directors do not have to give reasons for recommending the removal of any Member from the Register.
- 5.11 An ordinary resolution of Members is required to pass the necessary resolution to remove a Member under article 5.4, with the exception of 5.4.1 and 5.4.2.1.

Disputes and grievances

- 5.12 In the event that a dispute arises between a Voting Member and another Voting Member (in their capacity as Voting Members) or a Member and the Company, the parties must meet within 14 days to discuss the matter and attempt to resolve it as soon as possible.
- 5.13 If the parties are unable to resolve the dispute on their own, the parties must within a further 10 days after the meeting referred to in paragraph 5.12, hold a meeting in the presence of an impartial mediator (appointed in accordance with 5.16). At that meeting, the mediator must:
- 5.13.1 give each party a reasonable opportunity to be heard;
 - 5.13.2 allow due consideration by all parties of any written statement submitted by any party; and
 - 5.13.3 ensure that natural justice is accorded to the parties to the dispute through the mediation process.
- 5.14 This article does not deprive the parties of their right to resolve a dispute in accordance with the Corporations Act or otherwise at law if the mediator process does not result in the dispute being resolved.
- 5.15 The mediator must be:
- 5.15.1 a person chosen by agreement between the parties; or
 - 5.15.2 in the absence of agreement:

- 5.15.2.1 in the case of a dispute between a Member and another Member, a person appointed by the board of Directors; or
- 5.15.2.2 in the case of a dispute between a Member and the Company, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).

Censuring, suspension or expulsion of Member

- 5.16 If any Member willfully refuses or neglects to comply with the provisions of this Constitution, or acts in a manner which in the opinion of the Directors is prejudicial to the interests of the Company, the Directors may by resolution censure, suspend or expel the Member from the Company, provided that the following procedure is observed:
- 5.16.1 at least 14 days and no more than 28 days before the Board Meeting at which the resolution is passed, the Member must be given notice of the meeting setting out:
 - 5.16.1.1 what is alleged against the Member;
 - 5.16.1.2 stating the date, place and time of the meeting; and
 - 5.16.1.3 informing the Member that the Member may do one or more of the following:
 - (i) give to the Directors before the date of that meeting a written statement seeking the revocation of such a resolution; and
 - (ii) not later than 48 hours after the date of the meeting, lodge with the Secretary a notice to the effect that the Member wishes to appeal against the resolution.
 - 5.16.2 at the Board Meeting and before the passing of the resolution, the Directors:
 - 5.16.2.1 shall give to the Member an opportunity to be heard;
 - 5.16.2.2 shall give due consideration to any written statement submitted by the Member
 - 5.16.3 at the Board meeting, the Directors shall by resolution determine whether to confirm or revoke the resolution.
 - 5.16.4 If the Member gives a notice under article 5.16.1.3(ii), a General Meeting must be called for the purpose of considering the resolution set out in the notice originally given to the Member under this article.
 - 5.16.5 Where the Secretary receives a notice of appeal against the resolution under article 5.16.1.3(ii) the Secretary shall notify the Directors and the board of Directors shall convene a General Meeting of Members to be held within 21 days after the date on which the Secretary received the notice.
 - 5.16.6 At a General Meeting convened under article 5.16.5;
 - 5.16.6.1 no business other than the question of the appeal shall be transacted;
 - 5.16.6.2 the Directors may place before the Voting Members details of the grounds for the resolution and the reasons for passing the

resolution;

5.16.6.3 the Member shall be given an opportunity to be heard; and

5.16.6.4 the Voting Members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.

5.16.7 If at the General Meeting:

5.16.7.1 two-thirds of the Voting Members vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed; and

5.16.7.2 in any other case the resolution is revoked.

5.16.8 in the case of a resolution passed by the Directors or in General Meeting for the Member's expulsion under this article, the membership of the Member automatically terminates, in which case the Member ceases to be a Member.

Termination

5.17 Under clause 4.6, the Directors may by written notice to the Member terminate the Member's membership with immediate effect or with effect from a specified date occurring not more than 10 days after service of the notice.

Life Members

5.18 The Directors may admit any persons to, and remove any persons from Life Membership of the Company. The Directors may not give a Life Member the right to vote on a matter concerning the Company, but may otherwise determine the rights and obligations of a Life Member. A Life Member is not a Member for the purposes of this Constitution or the Corporations Act.

Patrons

5.19 The Directors may appoint and remove any persons as a Patron or any other honorary title-holder of the Company on any terms the Directors think fit. A Patron (or other honorary title-holder) may, in the discretion of the Directors, be given the right to:

5.19.1 attend and speak (but not vote) at any General Meeting of the Company and be given notice of the meeting as if a Member; and

5.19.2 receive accounts of the Company when available to Members.

Limited liability

5.20 A Voting Member has a liability as guarantee on winding up in accordance with article 1.2 and no further liability as a Member except as set out in this article 5.

5.21 An Associate Member has no liability as a Member except as set out in this article 5.

6 No profits for members

Transfer of income or property

6.1 The income and property of the Company may be used only for the purpose of the objects of the Company. No income or property of the Company may be paid or transferred, directly or indirectly to any Member.

Payments, services and information

- 6.2 Nothing in this article 6 prevents the payment in good faith of any of the following:
- 6.2.1 Remuneration to any officers or employees of the Company for services actually rendered to the Company (including payment of Directors' fees in accordance with article 11.1)].
 - 6.2.2 An amount to any Member in return for any services actually rendered to the Company or for goods supplied in the ordinary and usual course of business.
 - 6.2.3 Reasonable and proper interest on money borrowed from any Member.
 - 6.2.4 Reasonable and proper rent for premises let by any Member to the Company.
- 6.3 Nothing in this article 6 prevents the distribution of government grant monies to Members where the grant is expressly on the basis that the monies be used for the benefit of persons including Members except as bona fide compensation for services rendered or expenses incurred.

7 General Meetings

Annual General Meeting

- 7.1.1 Subject to article 7.1.2, Annual General Meetings must be held within five months of the end of the Financial Year.
- 7.1.2 Annual General Meetings of the Company are to be held in accordance with the Corporations Act.

Convening a General Meeting

- 7.2 The Directors may convene and arrange to hold a General Meeting of the Company when they think fit and must do so if required to do so under the Corporations Act.

Members have power to convene General Meeting

- 7.3 A Director or Members holding at least 10% of the votes in the Company may convene a General Meeting at the cost of the Company.

Notice of General Meeting

- 7.4 Written notice of a General Meeting must specify the place, the day and the hour of meeting and if the meeting is to be held in two or more places, the technology that will be used to facilitate the meeting, the general nature of the business to be transacted and any other matters as are required by the Corporations Act.
- 7.5 A notice of a General Meeting may be given by any form of communication permitted by the Corporations Act.

Directors entitled to notice of General Meeting

- 7.6 A Director is entitled to receive notice of and to attend all General Meetings of the Company and is entitled to speak at those meetings.

Cancellation of General Meetings

- 7.7 The Directors may cancel a General Meeting, other than a General Meeting which they are required to convene and hold under the Corporations Act.
- 7.8 A meeting may only be cancelled in accordance with article 7.7 if notice of the cancellation is given to all persons entitled to receive notice of the meeting at least two business days prior to the time of the meeting as specified in notice of meeting.

Notice of cancellation, postponement or change of place of General Meeting

- 7.9 Written notice of cancellation or postponement or change of place of a General Meeting must be given to all persons entitled to receive notices of General Meetings from the Company. The notice must be given at least two days before the date for which the meeting is convened and must specify the reason for the cancellation, postponement or change of place. A notice of a change of place of a General Meeting must specify the different place for the holding of the meeting.

Contents of notice postponing General Meeting

- 7.10 A notice postponing the holding of a General Meeting must specify:
- 7.10.1 a date and time for the holding of the meeting;
 - 7.10.2 a place for the holding of the meeting, which may be either the same as or different from the place specified in the notice convening the meeting; and
 - 7.10.3 if the meeting is to be held in two or more places, the technology that will be used to facilitate the holding of the meeting in that manner.

Business at postponed General Meeting

- 7.11 The only business that may be transacted at a General Meeting the holding of which is postponed is the business specified in the original notice convening the meeting.

Non-receipt of notice

- 7.12 The non-receipt of, or accidental omission to give, a notice of a General Meeting or cancellation, postponement or change of place of a General Meeting by, or to, a person entitled to receive notice does not invalidate any resolution passed at the General Meeting or at a postponed or changed place meeting or the cancellation or postponement of a meeting.

Proxy, Attorney or Representative at postponed General Meeting

- 7.13 Where by the terms of an instrument appointing a proxy or attorney or of an appointment of a Representative:
- 7.13.1 the appointed person is authorised to attend and vote at a General Meeting or General Meetings to be held on or before a specified date; and
 - 7.13.2 the date for holding the meeting is postponed to a date later than the date specified in the instrument of proxy, power of attorney or appointment of Representative,

then, by force of this article, that later date is substituted for and applies to the exclusion of the date specified in the instrument of proxy, power of attorney or appointment of Representative unless the Voting Member appointing the proxy, attorney or Representative gives to the Company at its Registered Office notice in writing to the

contrary not less than 48 hours before the time to which the holding of the meeting has been postponed.

8 Proceedings at General Meetings

Reference to a Member

8.1 Unless the contrary intention appears, a reference to a Member in this article 8 means a person who is a Voting Member, or:

- 8.1.1 a proxy;
- 8.1.2 an attorney;
- 8.1.3 a Representative,

of that Voting Member.

Number for a quorum

8.2 Subject to article 8.5, the quorum for a General Meeting is the lesser of 20 Voting Members or twenty per cent of the Voting Members.

Requirement for a quorum

8.3 An item of business may not be transacted at a General Meeting unless a quorum is present when the meeting proceeds to consider it. If a quorum is present at the time the first item of business is transacted, it is taken to be present when the meeting proceeds to consider each subsequent item of business unless the Chair of the meeting (on the Chair's own motion or at the request of a Voting Member, proxy, attorney or Representative who is present) declares otherwise.

If quorum not present

8.4 If within 15 minutes after the time appointed for a General Meeting a quorum is not present, the meeting:

- 8.4.1 if convened by a Director, or at the request of Voting Members, is dissolved; and
- 8.4.2 in any other case, stands adjourned to the same time within 7 days and the same time and place, or to such other day, time and place as the Directors appoint by notice to the Voting Members and others entitled to notice of the meeting.

Adjourned meeting

8.5 At a meeting adjourned under article 8.4.2 two persons each being a Voting Member, proxy, attorney or Representative present at the meeting are a quorum. If a quorum is not present within 15 minutes after the time appointed for the adjourned meeting, the meeting is dissolved.

Ordinary business at a General Meeting

8.6 The ordinary business of the Annual General Meeting is:

- 8.6.1 to confirm the minutes of the previous Annual General Meeting and any special General Meetings held in the preceding Financial Year, and

- 8.6.2 to consider any resolution of which at least 28 days written notice has been given.

Appointment of Chair of General Meeting

- 8.7 If the Directors have elected one of their number as Chair of the Board Meetings, that person is entitled to preside as Chair at a General Meeting of the Company.

Absence of Chair at General Meeting

- 8.8 If a General Meeting is held and:

- 8.8.1 a Chair has not been elected by the Directors; or
- 8.8.2 the elected Chair is not present within 15 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act,

the following may preside as Chair of the meeting (in order of precedence):

- 8.8.3 the Deputy Chair (if any);
- 8.8.4 a Director chosen by a majority of the Directors present;
- 8.8.5 the only Director present, or
- 8.8.6 a Voting Member chosen by a majority of the Voting Members present in person or by proxy, attorney or Representative.

Conduct of General Meetings

- 8.9 The Chair of a General Meeting:

- 8.9.1 has charge of the general conduct of the meeting and of the procedures to be adopted at the meeting;
- 8.9.2 may require the adoption of any procedure which is in the Chair's opinion necessary or desirable for proper and orderly debate or discussion and the proper and orderly casting or recording of votes at the General Meeting; and
- 8.9.3 may, having regard where necessary to the Corporations Act, terminate discussion or debate on any matter whenever the Chair considers it necessary or desirable for the proper conduct of the meeting,

and a decision by the Chair under this article is final.

Adjournment of General Meeting

- 8.10 The Chair of a General Meeting may at any time during the meeting adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting either to a later time at the same meeting or to an adjourned meeting at any time and any place, but:
- 8.10.1 in exercising this discretion, the Chair may, but need not, seek the approval of the Voting Members present in person or by proxy, attorney or Representative; and

- 8.10.2 only unfinished business is to be transacted at a meeting resumed after an adjournment.

Unless required by the Chair, a vote may not be taken or demanded by the Voting Members present in person or by proxy, attorney or Representative in respect of any adjournment.

Notice of adjourned meeting

- 8.11 It is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting unless a meeting is adjourned for one month or more. In that case, notice of the adjourned meeting must be given as in the case of an original meeting.

Questions decided by majority

- 8.12 Subject to the requirements of the Corporations Act and any express terms in this Constitution, a resolution is taken to be carried if a simple majority of the votes cast on the resolution are in favour of it.

Equality of votes - casting vote for Chair

- 8.13 If there is an equality of votes, whether on a show of hands or on a poll, the Chair of the General Meeting is entitled to a casting vote in addition to any votes to which the Chair is entitled as a Voting Member or proxy, attorney or Representative of a Voting Member.

Voting on show of hands

- 8.14 At any General Meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is effectively demanded and the demand is not withdrawn. A declaration by the Chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company, is conclusive evidence of the fact. Neither the Chair nor the minutes need state and it is not necessary to prove the number or proportion of the votes recorded in favour of or against the resolution.

Entitlement to vote

- 8.15 Subject to the rights and any restrictions attached to any class of Members and to this Constitution (including by articles 3.7 and 3.8):
- 8.15.1 on a show of hands, each Voting Member present in person and each other person present as proxy, attorney or Representative of a Voting Member has one vote; and
- 8.15.2 on a poll, each Voting Member present in person has one vote and each person present as proxy, attorney or Representative of a Voting Member has one vote for each Voting Member that the person represents.

Objection to voting qualification

- 8.16 An objection to the right of a person to attend or vote at a General Meeting or adjourned General Meeting:
- 8.16.1 may not be raised except at that meeting or adjourned meeting; and

8.16.2 must be referred to the Chair of the meeting, whose decision is final.

A vote not disallowed under the objection is valid for all purposes.

Chair to determine voting dispute

8.17 If there is a dispute as to the admission or rejection of a vote, the Chair of the General Meeting must decide it and the Chair's decision made in good faith is final and conclusive.

Circulating resolutions of Members

8.18 Unless the Corporations Act requires otherwise, the Voting Members may pass a resolution without a General Meeting being held if all of the Voting Members who are entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. Separate copies of a document may be used for signing by Voting Members if the wording of the resolution and statement is identical in each copy. The resolution is taken to be passed (and if it is required to be a special resolution to be effective, passed as a special resolution), as if it had been passed unanimously at a duly convened General Meeting, at the time the Secretary has evidence that the last Voting Member has signed it.

Right to appoint attorney

8.19 A Member may by power of attorney appoint an attorney to act on the Member's behalf at all or any meetings of the Company or of any class of Members.

To be effective, an instrument appointing an attorney under this article, together with any evidence of non-revocation the Directors require, must be received by the Company at least 48 hours before the meeting.

9 Proxies and representatives

Proxies and Representatives of Members

9.1 At meetings of Members each Voting Member entitled to vote may vote in person or by proxy or by attorney. A Member which is a corporation may appoint an individual as a representative.

9.2 Subject to the terms of their appointment, a person attending as a proxy, or as the attorney of a Voting Member, has all the powers of a Voting Member, except where expressly stated to the contrary

Appointment of Proxies

9.3 A Voting Member may appoint another person as their proxy to attend and vote instead of the Voting Member. A proxy need not be a Voting Member.

9.4 A document appointing a proxy must be in writing, in any form permitted by the Corporations Act and signed by the Voting Member making the appointment.

Authority of Proxies

9.5 A document appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where the document so provides, the proxy is not entitled to vote on the resolution except as specified in the document.

9.6 Except as expressly provided by the document appointing a proxy, an appointment of a

proxy confers authority to do all things that the Voting Member can do in respect of a General Meeting, except that the proxy is not entitled to vote on a show of hands.

Verification of Proxies

- 9.7 Before the time for holding the meeting or adjourned meeting at which a proxy proposes to vote, both of the following documents must be deposited with the Company:
- 9.7.1 The document appointing the proxy.
 - 9.7.2 If the appointment is signed by the appointor's attorney, the authority under which the appointment was signed or a certified copy of that authority.
- 9.8 Those documents must be either:
- 9.8.1 Received at the Office, at a fax number at the Office or at another place, fax number or electronic address specified for that purpose in the notice convening the meeting not less than 24 hours before the time for holding the meeting.
 - 9.8.2 Produced to the Chairperson of the meeting before the proxy votes.
- 9.9 If a General Meeting has been adjourned, an appointment and any authority received by the Company at least 24 hours before the resumption of the meeting are effective for the resumed part of the meeting.

Validity of Proxies

- 9.10 A proxy document is invalid if it is not deposited or produced prior to a meeting or a vote being taken as required by this Constitution.

Revocation of appointment of Proxy

- 9.11 A vote given in accordance with the terms of a proxy document or power of attorney is valid despite the occurrence of any one or more of the following events if no intimation in writing of any of those events has been received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the document is used:
- 9.11.1 The previous death or unsoundness of mind of the principal.
 - 9.11.2 The revocation of the instrument or of the authority under which the instrument was executed.

10 Directors

Initial directors

- 10.1 The initial Directors of the Company to be appointed on the day the Company is registered will be the individuals named in the application to register the Company.

Number of Directors

- 10.2 Until otherwise determined, in accordance with this document, the number of Directors must not be less than six nor more than nine.
- 10.3 Subject to article 10.2, the board of Directors consists of:

- 10.3.1 up to six Directors appointed by the Voting Members in accordance with article 10.6; and
- 10.3.2 up to three Specialist Directors appointed by the board of Directors in accordance with article 10.7.
- 10.4 The Company may, by resolution, increase or reduce the number of Directors and may also determine in what rotation the increased or reduced number is to go out of office.
- 10.5 Alternate Directors are not to be treated as Directors for the purpose of determining the minimum or maximum number of Directors holding office.

Qualifications of Directors

- 10.6 A person is only eligible for the appointment of Director of the Company if the person is a Voting Member as defined in this document except for appointed Specialist Directors.

Appointment of Specialist Directors

- 10.7 Specialist Directors may be appointed at the first Board Meeting following the Company's registration as a Company Limited by Guarantee under the Corporations Act and from time to time as determined by the Directors.

Term of office

- 10.8 To avoid doubt, terms of the initial Directors are set out in the **Annexure** to this Constitution
- 10.9 Otherwise, Directors shall hold office for a period of three years.

Retirement of Directors

- 10.10 A Director retiring at an Annual General Meeting who is not disqualified by law from being reappointed is eligible for re-election and may act as a Director throughout the meeting at which that Director retires.
- 10.11 A Director may retire from office by giving notice in writing to the Company of that Director's intention to retire. A notice of resignation takes effect at the time which is the later of the time of giving the notice to the Company and the expiration of the period, if any, specified in the notice.

Casual vacancies

- 10.12 The Directors or the surviving Director may at any time appoint a person to be a Director, either to fill a casual vacancy or as an addition to the existing number of Directors. The total number of Directors may not exceed the number fixed in accordance with 10.2
- 10.13 A Director appointed under article 10.12 holds office only until the conclusion of the next General Meeting of the Company after the appointment and is then eligible for re-election until the conclusion of the term of position of Director vacated.

Removal from office

- 10.14 The Company may by ordinary resolution remove a Director from office and may by ordinary resolution appoint another person as a replacement.
- 10.15 A person appointed to replace a Director removed from office must retire as a Director at the time ascertained as if the person became a Director on the day on which the

Director removed from office was elected or last re-elected a Director.

Vacation of office

- 10.16 In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Corporations Act or another provision of this document, the office of Director becomes vacant if any of the following occurs:
- 10.16.1 If the Director becomes an insolvent under administration.
- 10.16.2 If the Director 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.
- 10.16.3 If the Director becomes prohibited from being a Director by reason of an order made under the Corporations Act.

11 Directors' remuneration

Determination of fees

- 11.1 Directors may be paid by way of fees for their services the amounts, if any, determined from time to time by the Company in General Meeting.
- 11.2 Directors may be paid a sitting fee for attendance at Board Meetings. The sitting fee will be payable in accordance with Schedule C, Sessional Rates for Group C Organisations of the *Victorian Government Guidelines for Appointment and Remuneration of Part Time Non Executive Directors of State Government Board Members and Statutory bodies and Advisory Committees (Appointment Guidelines) 2008 Revision*, or as otherwise approved by the Members in General Meeting.

The sitting fee payable to the Chair will be the same as that payable to all other Directors.

Payment for expenses

- 11.3 A Director may be reimbursed out of funds of the Company for their reasonable travelling, accommodation, and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or General Meetings or otherwise in the execution of their duties as Directors at the discretion of the Directors.

Payments to Director

- 11.4 Any payment to a Director which is not prohibited under article 6 must be approved by the Directors.

12 Powers of Directors

- 12.1 The Directors may exercise all those powers of the Company as are not, by the Corporations Act or by this document, required to be exercised by the Members in General Meeting or otherwise.

Directors to Manage Company

- 12.2 The Directors are to manage the business of the Company and may exercise all the powers of the Company that are not, by the Corporations Act or by this Constitution, required to be exercised by the Company in General Meeting.

Specific powers of Directors

- 12.3 Without limiting the generality of article 12.2, the Directors may exercise all the powers of the Company to create by-laws, to borrow or raise money, to charge any property or business of the Company and to issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person.

Appointment of attorney

- 12.4 The Directors may, by power of attorney, appoint any person or persons to be the attorney or attorneys of the Company for the purposes and with the powers, authorities and discretions vested in or exercisable by the Directors for the period and subject to the conditions they think fit.

Provisions in power of attorney

- 12.5 A power of attorney granted under article 12.4 may contain any provisions for the protection and convenience of persons dealing with the attorney that the Directors think fit and may also authorise the attorney to delegate (including by way of appointment of a substitute attorney) all or any of the powers, authorities and discretions vested in the attorney.

Signing of cheques

- 12.6 The Directors may determine the manner in which and persons by whom cheques, promissory notes, bankers' drafts, bills of exchange and other negotiable instruments, and receipts for money paid to the Company, may be signed, drawn, accepted, endorsed or otherwise executed.

Committees

- 12.7 The Directors may delegate (and revoke the delegation of) any of their powers, other than powers required by law to be dealt with by Directors as a Board, to a Committee or Committees consisting of one or more of their number as they think fit.

Powers delegated to Committees

- 12.8 A Committee to which any powers have been delegated under article 12.7 must exercise those powers in accordance with any directions of the Directors.

Powers of delegation

- 12.9 The powers of delegation expressly or impliedly conferred by this Constitution on the Directors are conferred in addition the powers conferred by Section 198D of the Corporations Act.

13 Proceedings of Directors

Board Meetings

- 13.1 The Directors must
- 13.1.1 meet at least once each month for at least 10 months per year at the time and place that the Board of Directors determines or, if the Board of Directors has not determined a time or place, at a time and place fixed by the Chair; and
 - 13.1.2 convene the first Board Meeting as soon as practical after each Annual General Meeting.

Director may convene a meeting

- 13.2 A Director may at any time, and the Secretary must on the written request of a Director, convene a Board Meeting.

Questions decided by majority

- 13.3 A question arising at a Board Meeting is to be decided by a majority of votes of Directors present and entitled to vote and that decision is for all purposes a decision of the Directors.

Proxy and voting of Directors

- 13.4 An absent Director who would be entitled to vote if present at the meeting can direct their proxy via the Chairperson.

Chair of Board Meetings

- 13.5 The Directors may elect one of their number as Chair of their meetings and may also determine the period for which the person remains as Chair.

Absence of Chair at Board Meeting

- 13.6 If a Board Meeting is held and:
- 13.6.1 a Chair has not been elected under article 10.5; or
 - 13.6.2 the Chair is not present within 10 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act,
- the Directors present must elect one of their number to be a Chair of the meeting.

Chair's casting vote at Board Meetings

- 13.7 In the event of an equality of votes cast for and against a question, the Chair of a Board Meeting has a second or casting vote, unless only four Directors are present and entitled to vote at the meeting on the question.

Appointment of Alternate Director

- 13.8 Subject to the Corporations Act, a Director may appoint a person approved by a majority of the other Directors, to be an Alternate Director in the Director's place during such period that the Director thinks fit.

Alternate Director and meetings

- 13.9 An Alternate Director is entitled to notice of all meetings of the Directors and, if the appointor does not participate in a meeting, the Alternate Director is entitled to participate and vote in the appointor's place.

Alternate Director's powers

- 13.10 An Alternate Director may exercise all the powers of the appointor except the power to appoint an Alternate Director and, subject to the Corporations Act, may perform all the duties of the appointor except to the extent that the appointor has exercised or performed them.

Alternate Director responsible for own acts and defaults

- 13.11 Whilst acting as a Director, an Alternate Director:
- 13.11.1 is an officer of the Company and not the agent of the appointor; and
 - 13.11.2 is responsible to the exclusion of the appointor for the Alternate Director's own acts and defaults.

Alternate Director and remuneration

- 13.12 Article 11 applies to an Alternate Director as if they were a Director.

Termination of appointment of Alternate Director

- 13.13 The appointment of an Alternate Director may be terminated at any time by the appointor even if the period of the appointment of the Alternate Director has not expired, and terminates in any event if the appointor ceases to be a Director.

Appointment or termination in writing

- 13.14 An appointment, or the termination of an appointment, of an Alternate Director must be effected by a notice in writing signed by the Director who makes or made the appointment and delivered to the Company.

Alternate Director and number of Directors

- 13.15 An Alternate Director is not to be taken into account separately from the appointor in determining the number of Directors.

Director attending and voting by proxy

- 13.16 A Director may participate in and vote by proxy at a Board Meeting if the proxy:
- 13.16.1 is another Director, and
 - 13.16.2 has been appointed in writing signed by the appointor.

The appointment may be General or for one or more particular meetings. A Director present as proxy of another Director who would be entitled to vote if present at the meeting has one vote for the appointor and one vote in his or her own capacity as a Director.

Quorum for Board Meeting

- 13.17 At a Board Meeting, the number of Directors whose presence in person or by proxy is necessary to constitute a quorum is four. No business can be transacted unless a quorum is present. If within half an hour of the time appointed for a Board Meeting a quorum is not present, the Board Meeting stands adjourned. In this case the Chair must call another Board Meeting to be held not more than 10 days thereafter.

Remaining Directors may act

- 13.18 The continuing Directors may act despite a vacancy in their number. If their number is reduced below the minimum fixed by article 10.2, the continuing Directors may, except in an emergency, act only for the purpose of filling vacancies to the extent necessary to

bring their number up to that minimum or to convene a General Meeting.

Chair of Committee

13.19 The members of a Committee may elect one of their number as Chair of their meetings. If a meeting of a Committee is held and:

13.19.1 a Chair has not been elected; or

13.19.2 the Chair is not present within 10 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act,

the members involved may elect one of their number to be Chair of the meeting.

Meetings of Committee

13.20 A Committee may meet and adjourn as it thinks proper.

Determination of questions

13.21 Questions arising at a meeting of a Committee are to be determined by a majority of votes of the members of the Committee present and voting.

In the event of an equality of votes the Chair of the meeting has a casting vote, unless only two members of the Committee are present and entitled to vote at the meeting on the question.

Circulating resolutions

13.22 The Directors may pass a resolution without a Board Meeting being held if all of the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. Separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy. The resolution is passed when the last Director signs. The document may be sent or circulated by facsimile or electronic transmission.

Validity of acts of Directors

13.23 All acts done at a Board Meeting or meeting of a Committee, or by a person acting as a Director are, even if it is afterwards discovered that:

13.23.1 there was a defect in the appointment or continuance in office of a person as a Director or of the person so acting; or

13.23.2 a person acting as a Director was disqualified or was not entitled to vote,

as valid as if the relevant person had been duly appointed or had duly continued in office and was qualified and entitled to vote.

Meeting by use of technology

13.24 A Director may not leave a telephone meeting by disconnecting the telephone without the consent of the Chair of the meeting and a Director is deemed to be present and form part of the quorum throughout the meeting unless the Director obtains the consent of the Chair of the meeting to leave the meeting.

14 Chief Executive Officer

14.1 The Directors must appoint a Chief Executive Officer. The Directors may give a Chief Executive Officer any of the powers conferred on them by this Constitution, subject, at the Directors' discretion, to:

- 14.1.1 any time period;
- 14.1.2 specific purposes; and
- 14.1.3 any other terms and restrictions.

All or any of those powers may be given collaterally with the powers of the Directors and may be revoked or varied by the Directors.

15 Secretary

Appointment of Secretary

15.1 The Company must have at least one Secretary who is to be appointed by the Directors. The Directors may appoint the Chief Executive Officer to be Secretary, provided that the appointment complies with the Corporations Act.

Suspension and removal of Secretary

15.2 The Directors may suspend or remove a Secretary from that office.

Powers, duties and authorities of Secretary

15.3 A Secretary holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, as determined by the Directors. The exercise of those powers and authorities and the performance of those duties by a Secretary is subject at all times to the control of the Directors.

16 Accounts, audit and records

Accounts

16.1 The Directors must cause proper accounting and other records to be kept in accordance with the Corporations Act. The Directors must distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) as required by the Corporations Act.

Audit

16.2 A registered company auditor must be appointed. The remuneration of the auditor must be fixed and the auditor's duties regulated in accordance with the Corporations Act.

Rights of Inspection

16.3 Subject to the Corporations Act the Directors determine whether and to what extent, and at what times and places and under what conditions, the accounting records and other documents of the Company or any of them are open to the inspection of Members other than Directors, and a Member other than a Director does not have the right to inspect any document of the Company except as provided by law or authorised by the Directors or by the Company in General Meeting.

17 Seals and execution of documents

Custody of Seal

17.1 The Directors must provide for the safe custody of the seal of the Company.

Use of common seal

17.2 If the Company has a common seal or duplicate common seal

17.2.1 it may be used only by the authority of the Directors, or of a Committee authorised by the Directors to authorise its use; and

17.2.2 every document to which it is affixed must be signed by a Director and be countersigned by another Director, a Secretary or another person appointed by the Directors to countersign that document or a class of documents in which that document is included.

18 Inspection of records

Inspection by Members

18.1 Subject to the Corporations Act, the Directors may determine whether and to what extent, and at what times and places and under what conditions, the accounting records and other documents of the Company or any of them will be open to the inspection of Members (other than Directors).

Right of a Member to inspect

18.2 A Member (other than a Director) does not have the right to inspect any document of the Company except as provided by law or authorised by the Directors or by the Company in General Meeting.

19 Service of documents

Document includes notice

19.1 In this article 19, a reference to a document includes a notice.

Methods of service

19.2 The Company may give a document to a Member:

19.2.1 personally;

19.2.2 by sending it by post to the address for the Member in the register or an alternative address nominated by the Member;

19.2.3 by sending it to a fax number or electronic address nominated by the Member; or

19.2.4 by sending it to the Member by other electronic means nominated by the Member.

Post

19.3 A document sent by post

19.3.1 if sent to an address in Australia, may be sent by ordinary post, and

19.3.2 if sent to an address outside Australia, must be sent by airmail,

and in either case is taken to have been received on the seventh day after the date of its posting.

Fax or electronic transmission

19.4 If a document is sent by fax or electronic transmission, delivery of the document is taken:

19.4.1 to be effected by properly addressing and transmitting the fax or electronic transmission; and

19.4.2 to have been delivered on the day following its transmission.

Evidence of service

19.5 A certificate in writing signed by a Director or a Secretary stating that a document was sent to a Member by post or by fax or electronic transmission on a particular date is prima facie evidence that the document was so sent on that date.

20 Indemnity and insurance

Indemnity

20.1 The Company may indemnify any current or former Director, Secretary or Executive Officer of the Company out of the property of the Company against:

20.1.1 every liability incurred by the person in that capacity (except a liability for legal costs); and

20.1.2 all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the person becomes involved because of that capacity,

except to the extent that:

20.1.3 the Company is forbidden by statute to indemnify the person against the liability or legal costs; or

20.1.4 an indemnity by the Company of the person against the liability or legal costs would, if given, be made void by statute.

Insurance

20.2 The Company may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring a person who is or has been a Director or Secretary or Executive Officer of the Company against liability incurred by the person in that capacity, including a liability for legal costs, unless

20.2.1 the Company is forbidden by statute to pay or agree to pay the premium; or

20.2.2 the contract would, if the Company paid the premium, be made void by statute.

Contract

- 20.3 The Company may enter into an agreement with a person referred to in articles 20.1 and 20.2 with respect to the matters covered by those articles. An agreement entered into pursuant to this article may include provisions relating to rights of access to the books of the Company conferred by the Corporations Act or otherwise by law.

21 Gift Fund requirements**Company to maintain a Gift Fund**

- 21.1 The Company must maintain a Gift Fund in accordance with this article 21 for so long as it seeks or has obtained endorsement as a DGR from the Australian Taxation Office, or the Company is named as a DGR in the Tax Act.

Rules applying to the Gift Fund

- 21.2 The following rules apply to any Gift Fund established and maintained by the Company:
- 21.2.1 The Gift Fund must have a name.
 - 21.2.2 The Company must maintain sufficient documents to provide evidence of the Gift Fund's purpose and operations.
 - 21.2.3 The Company must maintain a separate bank account for the Gift Fund.
 - 21.2.4 The following must be credited to the Gift Fund:
 - 21.2.4.1 All gifts of money or property to the Company for the purpose of the Gift Fund.
 - 21.2.4.2 All money or property received by the Company because of those gifts.
 - 21.2.5 No other money or property may be credited to the Gift Fund.
 - 21.2.6 The Company must use any gifts, money or property of the kind referred to in article 21.2.4 only for the purpose of the Gift Fund.
 - 21.2.7 If:
 - 21.2.7.1 the Gift Fund is wound up or the Company ceases to be endorsed or named as a DGR in the Tax Act; and
 - 21.2.7.2 any property remains in the Gift Fund after satisfaction of all its debts and liabilities,then, that property may not be paid to or distributed among the Members but must be given or transferred to some other institution:
 - 21.2.7.3 having objects and/or purposes similar to those of the Gift Fund;
 - 21.2.7.4 whose Memorandum of Association or Constitution prohibits the distribution of its income and property among its members to an extent at least as great as imposed on the Company under this Constitution; and

21.2.7.5 being an institution accepted as a DGR under subdivision 30 of the Tax Act by the Commissioner of Taxation or otherwise approved for these purposes by the Commissioner of Taxation.

The institution is to be determined by the Voting Members at or before the time of the Gift Fund is wound up or the Company ceases to be endorsed or named as a DGR in the Tax Act and in default by application to the court.

22 Winding Up

Contributions on winding up

22.1 Subject to article 1.2, each Member undertakes to contribute to the Company's property if the Company is wound up during, or within one year after the cessation of, the Member's membership on account of:

22.1.1 payment of the Company's debts and liabilities contracted before they ceased to be a Member; and

22.1.2 the costs of winding up.

Application of property on winding up

22.2 If any property remains on the winding-up or dissolution of the Company and after satisfaction of all its debts and liabilities, that property may not be paid to or distributed among the Members but must be given or transferred to some other institution:

22.2.1 having objects and/or purposes similar to those of the Company;

22.2.2 whose Memorandum of Association or Constitution prohibits the distribution of its income and property among its Voting Members to an extent at least as great as imposed on the Company under this Constitution; and

22.2.3 being an institution accepted as a Deductible Gift Recipient under subdivision 30 of the Tax Act by the Commissioner of Taxation or otherwise approved for these purposes by the Commissioner of Taxation.

The institution is to be determined by the Voting Members at or before the time of dissolution and in default by application to the court.

Annexure: Terms of Initial Directors

Name	Term expires:
Jane Daniels	At the end of the 2010 AGM
Rosemary Aitken	At the end of the 2010 AGM
Michael R Poulton	At the end of the 2010 AGM
David Lowder	At the end of the 2010 AGM
Jenifer Taplin	At the end of the 2010 AGM
Robert Thornton	At the end of the 2010 AGM
Mark Zentgraf	At the end of the 2010 AGM